



**AMENDED AND RESTATED  
BYLAWS OF THE  
GIRL SCOUTS OF GREATER LOS ANGELES  
OF THE GIRL SCOUTS OF THE UNITED STATES OF AMERICA,  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION  
Adopted April \_\_, 2013**

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**ARTICLE I - NAME**

The name of the corporation is Girl Scouts of Greater Los Angeles (the "Council" or "GSGLA"), a nonprofit public benefit corporation organized under and pursuant to the laws of the State of California.

**ARTICLE II - OFFICES**

**SECTION 1. PRINCIPAL EXECUTIVE OFFICE**

The principal executive office for the transaction of the business and affairs of the Council shall be established within the State of California, as selected by resolution of the Board of Directors. The Board of Directors may change the location of the principal executive office.

**SECTION 2. OTHER OFFICES**

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Council is qualified to conduct its activities.

## **ARTICLE III - PURPOSE**

### **SECTION 1. GENERAL PURPOSE**

This Council is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This Council elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

### **SECTION 2. SPECIFIC PURPOSE**

The specific purpose of the Council shall be to deliver the Girl Scout program to girls throughout Los Angeles County and portions of Kern and San Bernardino Counties, State of California, to fulfill the Girl Scout mission of building girls of courage, confidence and character who make the world a better place and to carry on other charitable activities associated with these goals as allowed by law.

## **ARTICLE IV - MEMBERSHIP**

### **SECTION 1. QUALIFICATIONS OF MEMBERSHIP**

This Council shall have one class of voting members. Any individual 14 years of age and over who is a member of the Girl Scout Movement and is a currently registered member of Girl Scouts of the United States of America (hereinafter "GSUSA") and affiliated with the Council, including staff of the Council, is a voting member of the Council (hereinafter, each a "Member" and collectively, the "Members"). The Council may refer to other persons or groups associated with it as "members," and may benefit, serve or assist persons who are not Members for such consideration, if any, as the Board of Directors may determine, but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

### **SECTION 2. RIGHTS OF MEMBERSHIP**

- (a) Voting Rights. All Members of the Council shall have the right to vote, as set forth in these Bylaws, on the following matters:
  - (1) Election of Officers and Directors and members of the Board Development Committee of the Council;
  - (2) In appropriate years, election of delegates and alternates to the National Council of the Girl Scouts of the United States of America;
  - (3) Any proposed changes or amendments to these Bylaws, pursuant to Article XVI or proposed amendments to the Council's Articles of Incorporation;

- (4) On the disposition of all or substantially all of the Council's assets;
  - (5) On any merger and its principal terms and any amendment of those terms;
  - (6) On any election to dissolve the Council; and
  - (7) If such matters arise, to remove without cause any Director, or to fill the vacancy, of any Director remaining unfilled at the time of any meeting of the Members.
- (b) Equal Vote. All Members in good standing of the Council shall be entitled to an equal vote concerning all matters presented to the Members for a vote.
- (c) Other Rights. All Members have the right to provide input on key issues affecting the Council and the Girl Scout Movement and consider such other proper business as may be put before the membership. In addition, all Members shall have the rights afforded Members under the California Nonprofit Public Benefit Corporation Law.

### **SECTION 3. SERVICE UNITS**

The Council shall establish geographical subdivisions known as "Service Units" within the Council's jurisdiction. Each Member shall be considered a member of only one Service Unit, which will be either that in which she or he resides or, if affiliated with a troop, the Service Unit in which the troop is registered.

### **SECTION 4. CAUSES FOR TERMINATION**

- (a) Termination of Membership. A membership shall terminate upon the occurrence of any of the following events:
- (1) The resignation of the Member;
  - (2) The expiration of the period of membership;
  - (3) The failure of a Member to pay annual GSUSA dues or fees which may be assessed by Council; or
  - (4) Expulsion of a Member under the procedures set forth below, based on the good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of this Council, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Council, based on the Girl Scout Promise and Law.

- (b) Procedure for Expulsion. If grounds appear to exist for expulsion of a Member under Section 4 (a)(3) or Section 4 (a)(4), the following procedure shall be implemented, in accordance with Section 5341 of the California Corporations Code:
- (1) The Member shall be given 15 days' prior notice of the proposed expulsion and the reason for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the Member's last address as shown on the Council's records.
  - (2) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the expulsion should take place.
  - (3) The Board of Directors or committee authorized by the Board of Directors to make such a determination shall decide whether or not the Member should be expelled or sanctioned in some other way. The decision of the Board of Directors or such committee shall be final.

#### **SECTION 5. TRANSFER OF MEMBERSHIPS**

No Member may transfer a membership or any right arising from it. All rights of membership shall cease on the Member's death.

#### **SECTION 6. MEMBERSHIP RIGHTS IN COUNCIL PROPERTIES**

The Members shall not, as such, have any rights, title, or interest in any of the property of the Council.

### **ARTICLE V - MEETINGS OF MEMBERS**

#### **SECTION 1. ANNUAL MEETING**

A general meeting of the Members shall be held at least annually each year on such date and at such time and place determined by the Board of Directors (as defined below).

#### **SECTION 2. BUSINESS OF THE ANNUAL MEETING**

At the annual meeting, the Members shall:

- (a) Elect the Elected Officers of the Council, members of the Board of Directors, members of the Board Development Committee, and in appropriate years,

delegates and alternates to the National Council of the Girl Scouts of the United States of America;

- (b) Consider and vote on any proposed amendments to the Council Bylaws, as set forth in Article XVI herein;
- (c) Provide input on key issues affecting the Council and the Girl Scout Movement; and
- (d) Conduct such other proper business as may from time to time come before the Council.

### **SECTION 3. NOTICE OF MEMBERS' ANNUAL MEETINGS**

- (a) Written Notice Required. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, as detailed in subsections (b) and (g) herein, to each Member.
- (b) General Notice Contents. All notices of meetings of the Members shall be sent or otherwise given not less than ten (10) nor more than ninety (90) days before the date of the meeting except that if the notice is mailed in any manner other than first-class, registered or certified mail, the notice must be given not less than twenty (20) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting, and those matters which the Board of Directors, at the time of giving of the notice, intends to present for action by the Members. The notice of any meeting at which Elected Officers, Directors, Board Development Committee members, and National Delegates are to be elected shall include the names of all persons who are nominees when notice is given.
- (c) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s) with respect to the actions set forth below:
  - (1) Removing a Director without cause;
  - (2) Filling vacancies on the Board of Directors by the Members;
  - (3) Amending the Articles of Incorporation; and
  - (4) Voluntarily dissolving the Council.

As provided in Article XVI, proposed amendments to the Bylaws shall be included in the notice of meeting, which must be given to the Members in accordance with Section 3(b) of these Bylaws above.

- (d) Manner of Giving Notice. Notice of any meetings of the Members shall be given either personally, by electronic transmission by the Council, by first class mail, or by other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Council or the address given by the Member to the Council for the purpose of notice. If no address appears on the Council's books and no other has been given, notice shall be deemed to have been given if either:
- (1) Notice is sent to that member by first class mail or electronic transmission or other written communication to the Council's principal executive office; or
  - (2) Notice is published at least once in a newspaper of general circulation in the county where that office is located.
- (e) Time of Notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic transmission or by other means of written communication.
- (f) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary, or any other Elected Officer of the Council giving the notice, and if so executed, shall be filed and maintained in the minute book of the Council.
- (g) Notice by Electronic Transmission. Notice given by electronic transmission by the Council means a notice delivered by:
- (1) Facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Member on record with the Council;
  - (2) Posting on an electronic message board or network which the Council has designated for those communications, together with a separate notice to the Member of the posting; or
  - (3) Other means of electronic communication; provided that such Member has provided an unrevoked consent to the use of those means of transmission to receive notice of meetings, which consent meets the requirements of Section 20 of the California Corporations Code, and provided further that such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form.

Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Council after either of the following:

- (1) The Council is unable to deliver two consecutive notices to the Member by that means; or
- (2) The inability to deliver the notices to the Member becomes known to the secretary or other person responsible for the giving of the notice.

#### **SECTION 4. QUORUM**

- (a) Quorum. The quorum for a meeting shall be met by the registered attendance of a minimum of 200 Members representing 25% or more of the Council's Service Units (see Article IV, Section 3), 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 Members, are matters the general nature of which were given in the notice of the meeting, pursuant to Section 3 herein.
- (b) Loss of Quorum. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

#### **SECTION 5. ADJOURNED MEETING**

Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy (if permitted). In the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

#### **SECTION 6. VOTING**

- (a) Eligibility to Vote. Persons entitled to vote at any meeting of Members shall be Members of this Council as of the date determined in accordance with Section 8 of this Article V, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.
- (b) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any Member at the meeting before the voting begins.
- (c) Voting Rights. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members.

- (d) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Council's Articles of Incorporation.

#### **SECTION 7. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS**

- (a) Written Waiver or Consent. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in California Corporations Code Section 5511(f), the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (b) Waiver by Attendance. A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. In addition, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### **SECTION 8. RECORD DATES FOR NOTICE, VOTING AND OTHER ACTIONS**

- (a) Record Date Determined by the Board of Directors. For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the Board of Directors, may, in advance, fix a record date. The record date so fixed:
  - (1) For notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting;
  - (2) For voting at a meeting shall not be more than sixty (60) days before the date of the meeting;
  - (3) For any other action shall not be more than sixty (60) days before that action.



- (b) Record Date not Determined by Board of Directors. If not otherwise fixed by the Board of Directors, the record date for determining Members entitled to receive notice of a meeting or to vote at a meeting of the Members shall be the business day immediately preceding the day on which the notice is given or meeting is held.
- (c) Members of Record. For purposes of this section, a person holding membership as of the close of business on the record date shall be determined to be a Member of record.

## **SECTION 9. PROXIES**

When determined by the Board of Directors that proxies will be permitted for voting on certain items by the membership and when appropriate notice is so given, proxy voting will be conducted in the following manner:

- (a) Rights of Members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Council. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, facsimile, or otherwise) by the Member or Member's attorney-in-fact.
- (b) Form of Solicited Proxies. Any form of proxy distributed to ten (10) or more Members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a Member marks "withhold" or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.
- (c) Requirement that General Nature of Subject of Proxy be Stated. Any proxy covering matters for which a vote of the Members is required under California Corporations Code Sections 5613(e) and (f), including amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporate assets, unless the disposition of assets is in the usual and regular course of the Council's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Council, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who are to be nominated at the time the notice of the vote is given to the members.

- (d) Revocability. A validly executed proxy shall continue in full force and effect until revoked by the Member executing it, before the vote is cast under that proxy, by a writing delivered to the Council stating that the proxy is revoked or by a subsequent proxy executed by that Member and presented to the meeting, or by personal attendance and voting at a meeting by such Member. A proxy shall also be revoked by written notice of the death or incapacity of the maker of the proxy received by the Council before the vote on that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable.

#### **SECTION 10. ELECTRONIC PARTICIPATION:**

At the discretion of the Board of Directors, or the Chair of the Board, as the case may be, one or more persons may participate in a meeting via electronic communication from the date of adoption of these Bylaws, provided that the electronic communication complies with the procedures set forth in Sections 5510(a) and (f) of the California Corporations Code.

Before Members can participate electronically in meetings, the Board must adopt and implement: (1) means of verifying that a person communicating via electronic means is the person purporting to participate electronically; and (2) ensure that a record is created that is capable of retention, retrieval, and review and that may thereafter be rendered into clearly legible tangible form.

A Member participating in a meeting electronically must notify the Secretary or the Board of his or her desire to so participate at least five (5) days prior to the commencement of the meeting. Members so participating in the meeting shall be considered present in person at the meeting for all purposes, including the establishment of a quorum.

#### **SECTION 11. SPECIAL MEETINGS**

- (a) Scheduling. A special meeting of the Members for any lawful purpose may be called at any time 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 or by 5% of the Members of the Council. The purpose of the meeting shall be stated in the written request.
- (b) Calling Special Meeting. A special meeting called by any person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair of the Board of Directors, a Vice Chair or the Secretary of the Council. The Elected Officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Section 4 of this Article VII, stating that a meeting will be held at a specified time and date fixed by the Board of Directors; provided, however,

that the meeting date shall be at least thirty-five (35) but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board of Directors.

- (c) 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.
- (d) 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, in accordance with the provisions for electronic notice, as detailed in Section 3(g) above. If transmission 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.

## **ARTICLE VI - OFFICERS OF THE COUNCIL**

### **Section 1. Elected Officers**

The Elected Officers of the Council shall be the Chair of the Board, two to four Vice-Chairs, the Treasurer, 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. Election of Officers**

- (a) The Elected Officers of the Council shall be elected at each annual meeting of the Members, for a term of three (3) years or, if earlier, until their successors are elected and assume office.
- (b) If there is only a single candidate for each position, the election may be held by acclamation.
- (c) Terms of office shall begin at the conclusion of the annual meeting.
- (d) 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.

- (e) No individual shall serve in more than one (1) elected office at any given time.

### **Section 3. Subordinate Officers**

The Board of Directors may appoint, and may authorize the Chair of the Board or another Elected Officer to appoint, any other officers that the business of the Council may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

### **Section 4. Removal of Officers**

Any Elected Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in the case of an Elected Officer chosen by the Board of Directors, by an Elected Officer on whom such power of removal may be conferred by the Board of Directors.

### **Section 5. Resignation of Officers**

Any Elected Officer may resign at any time by giving written notice to the Council. The resignation shall take effect upon receipt of the notice by the Council, unless the notice specifies a later time for the effectiveness of the resignation; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

### **Section 6. Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the majority vote of the Board, or the Chair of the Board with the advice and approval of the Executive Committee, to serve until the next annual meeting.

### **Section 7. Responsibilities of Elected Officers**

- (a) Chair of the Board. The Chair of the Board shall:
  - (1) Be the principal Elected Officer of the Council;
  - (2) Preside at all meetings of the Council, the Board of Directors, and the Executive Committee;
  - (3) Lead the Board of Directors in setting direction and overseeing the management and affairs of the Council;

- (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 without a vote on all committees, with the exception of the Board Development Committee.
- (b) Vice Chairs. In the absence or disability of the Chair of the Board or a vacancy in that position, until filled as prescribed herein, a Vice Chair shall perform all the duties of the Chair of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. A Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.
- (c) Secretary. The Secretary shall attend to the following:
  - (1) Notice of Meetings. Ensure that proper notice is given for all meetings of the Council, the Board of Directors, and the Executive Committee;
  - (2) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors with the time and place of holding and whether regular or special; and
  - (3) Seal and other duties. The Secretary shall keep the seal of the Council in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- (d) Treasurer. The Treasurer shall attend to the following:
  - (1) Maintenance of records. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the transactions of the Council, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by a Director at all reasonable times.
  - (2) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Council with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Council as may be ordered by the Board of Directors; shall render, or cause to be rendered, to the Chair of the Board and/or a Director, whenever they request it, an account of the

financial condition of the Council and of all his or her transactions as Treasurer; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

## **ARTICLE VII - DIRECTORS**

### **SECTION 1. NUMBER**

The Board of Directors shall consist of not less than sixteen (16) and no more than twenty-eight (28) Directors, including the Elected Officers, until changed by amendment to these Bylaws. 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, including voting rights, and responsibilities.

### **SECTION 2. QUALIFICATION TO BE A DIRECTOR**

Only Members of GSUSA in good standing are eligible to serve on the Board of Directors.

### **SECTION 3. POWER, AUTHORITY, AND RESPONSIBILITY**

- (a) Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Council shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) The Board of Directors is responsible:
  - (1) 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;
  - (2) For compliance with GSUSA's charter requirements; and
  - (3) For adherence to state and federal law(s).

### **SECTION 4. NOMINATION, ELECTION, AND TERM OF OFFICE**

- (a) Nomination. Nominations for candidates for election to the Board of Directors shall be made in any manner specified by the Board of Directors from time to time including, without limitation:
  - (1) Nominations by the Board of Directors; or

- (2) Nominations for any of the elected positions 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.
- (b) Election. Directors shall be elected at each annual meeting of the Members, 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. Terms of office shall begin at the conclusion of the annual meeting. The term of office of one-third (1/3) of the Directors shall expire at each annual meeting of the Council.
- (c) Term of Office. 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 5. COMPENSATION**

A Director shall serve without compensation.

## **SECTION 6. MEETINGS**

- (a) Manner of Meetings. All meetings of the Board of Directors shall be held at the principal executive office of the Council (as specified in Section 1, Article II, of these Bylaws, or as changed from time to time as provided in these Bylaws) or at any other place or in such other manner (including by conference telephone or similar communications equipment), as may be specified by the Board of Directors from time to time.
- (b) Regular Meetings. Regular meetings of the Board of Directors shall be held no fewer than four (4) times per year, on 14 days' notice, at such time and place as the Board may determine. If any day fixed for a regular meeting of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday, or as otherwise determined by the Chair of the Board.
- (c) 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. If the Council intends to give notice to a Director via electronic transmission, the Council shall obtain such Director's written consent to receive notice in that manner prior to sending the transmission.

- (d) Special Meetings. Subject to compliance with Section 6(c) above, special meetings of the Board of Directors may be called at any time by the Chair of the Board, a Vice-Chair, or the Secretary of the Council, or on written request of at least five (5) or more members of the Board.

## **SECTION 7. QUORUM**

- (a) 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.
- (b) Every action taken or decision made by a majority of the Directors so present either in person or linked as set forth above at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to
  - (1) Approval of a contract or transaction in which a Director has a direct or indirect material financial interest,
  - (2) Approval of certain transactions between corporations having common Directors, and
  - (3) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

## **SECTION 8. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if such action is consented to in writing by all Directors other than an "interested Director" as defined in Section 5233 of the California Corporations Code. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.



## **SECTION 9. VACANCIES IN THE BOARD OF DIRECTORS**

- (a) Cause of Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the:
  - (1) Death or resignation of a Director;
  - (2) Declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony or found by final order or judgment of any court to have breached his or her fiduciary duties;
  - (3) The vote of the Members to remove any Director;
  - (4) The increase in the authorized number of Directors; or
  - (5) The failure of the Members at any meeting of Members at which any Directors are to be elected, to elect the number of Directors required to be elected at such meeting.
- (b) Resignation of Director. A Director may resign effective on giving written notice to the Chair of the Board or the Secretary of the Council, unless the notice specifies a later time for the effectiveness of such resignation. A Director shall not resign where the Council would then be left without any duly elected Directors in charge of its affairs.
- (c) Filling of Vacancies. Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The Members shall fill any vacancy or vacancies not filled by the Directors.
- (d) Term of Office. A Director elected to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (e) Limitation on Removal. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

## **SECTION 10. REMOVAL OF DIRECTORS**

A Director may be removed under the following circumstances:

- (a) At any time, with or without cause, if a majority of the remaining Directors affirmatively vote to remove the Director;

- (b) The Board may declare vacant the office of a Director under any circumstances set forth in California Corporations Codes section 5221 (a);
- (c) If a majority of the members of the Board who continue to meet the qualifications to be a Director find that a Director fails or ceases to meet any required qualification in effect at that Director's current term of office; or
- (d) The Board may declare the position of a Director vacant if any Director misses three (3) or more meetings of the Board in a given year.

## **ARTICLE VIII - EXECUTIVE COMMITTEE**

### **SECTION 1. MEMBERSHIP**

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 then in office through a Board resolution.

### **SECTION 2. RESPONSIBILITIES**

- (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;
  - (3) Fix compensation of the Directors for serving on the Board or on any committee;
  - (4) Fill vacancies on the Board or any committee of the Board; or
  - (5) 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**

Notice of meetings shall be given as set forth in Article VII, Section 6(c) of these Bylaws.

#### **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.

#### **SECTION 5. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if such action is consented to in writing by all Executive Committee members. Such written consents shall be filed with the minutes of the proceedings of the Committee meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the Committee members.

### **ARTICLE IX - 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.

#### **SECTION 2. ELECTION, TERM, AND VACANCIES**

- (a) The Board Development Committee members shall be elected by the Members in accordance with Article V 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. APPOINTMENT 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 or Board of Directors for at least one (1) year in order to be eligible for appointment to the position of Chair of the Board Development Committee.
- (c) The term of office for Chair of the Board Development Committee shall be two (2) years. No individual shall serve more than one consecutive term 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 of the Board Development Committee 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 Elected 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:
  - (1) Board orientation and education materials;
  - (2) Board development materials;
  - (3) Methods for identifying needed skills and talents for the Board of Directors and committees;
  - (4) Methods for succession planning; and

- (5) Board annual self-assessment materials.
- (e) Conduct Board of Directors orientation and Board Development Committee 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.

## **SECTION 6. ACTION WITHOUT MEETING**

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

# **ARTICLE X - OTHER COMMITTEES**

## **SECTION 1. OTHER COMMITTEES**

The Board of Directors may form any other committee, task force, and/or ad hoc committee, without delegated power of the Board of Directors, as the Board of Directors determines.

## **SECTION 2. MEMBERSHIP AND APPOINTMENT**

Any such committee shall consist of one (1) or more Directors and such other individuals as necessary to fulfill the needs of such committee.

- (a) Chair. 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 a majority of the Board of Directors then in office, and shall be a member of the Board.
- (b) Appointments. 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.
- (c) Vacancies. 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) 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 of such committee, 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.

### **SECTION 4. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by a committee, task force, and/or ad hoc committee may be taken without a meeting, if such action is consented to in writing by all of the committee, task force, and/or ad hoc committee members. Such written consents shall be filed with the minutes of the proceedings of the committee, task force, and/or ad hoc committee meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the committee, task force, and/or ad hoc committee members.

## **ARTICLE XI - NATIONAL COUNCIL DELEGATES**

### **SECTION 1. NATIONAL COUNCIL DELEGATES**

Council delegates to the National Council of Girl Scouts of the USA ("National Council Delegates") shall be elected by the Members at the annual meeting of Members in accordance with the national delegate training schedule. Alternate National Council Delegates shall also be elected at the same time and in the same manner as National Council Delegates.

### **SECTION 2. 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, at the time of the election, and older. They shall be Members of GSUSA registered through the Council, as defined hereinabove, at the time of election and throughout their term of service.

### **SECTION 3. 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 V of these Bylaws at the annual meeting of the Members, 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 4. VACANCIES**

The Board of Directors or Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternatives to fill the delegate positions, the vacancies may be filled from among the eligible Members of the Council. Such appointed

delegates or alternates will serve until the end of the regular term of the delegate whom they replaced.

## **ARTICLE XII – FINANCE**

### **SECTION 1. FISCAL YEAR**

The fiscal year of the Council shall begin on the 1<sup>st</sup> of October and end on the 30<sup>th</sup> 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 XIII - INDEMNIFICATION**

### **SECTION 1. RIGHT OF INDEMNITY**

To the full extent permitted by law, this Council shall indemnify its Directors, Elected Officers, employees, and other persons described in Section 5238 of the California Corporations Code (or any successor provisions), including persons formerly occupying such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in Corporations Code Section 5238, and including any action by or in the right of the Council, by reason of the fact that the person is or was a person described in Corporations Code Section 5238.

“Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

### **SECTION 2. APPROVAL OF INDEMNITY**

On written request to the Board of Directors by any person seeking indemnification under Section 5238 of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238 of the California Corporations Code whether the applicable standard of conduct set forth in that section has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 5238 of the California Corporations

Code whether the applicable standard of conduct set forth in that section has been met, and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

### **SECTION 3. ADVANCEMENT OF EXPENSES**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under the provisions of this Article X in defending any proceeding covered by said Article X shall be advanced by the Council before final disposition of the proceeding, on receipt by the Council of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Council for those expenses.

### **SECTION 4. INSURANCE**

The Council shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Elected Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Elected Officer, Director, employee or agent in such capacity or arising out of the Elected Officer's, Director's, employee's, or agent's status as such.

## **ARTICLE XIV - RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS**

The accounting books, records, and minutes of proceedings of the Members and Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Council. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The Council shall also keep a record of each Member's name and address in the manner provided above.

### **SECTION 2. MEMBERS' INSPECTION RIGHTS**

Subject to the Council's right to exercise the option set forth in Section 6330(c) of the California Corporations Code, Members shall have the right, on proper notice and approval and at any reasonable time, to inspect the membership records, accounting books and records, and annual statements of the Council for any purpose reasonably related to that person's interest as a member. This inspection by a Member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.



### **SECTION 3. INSPECTION BY DIRECTOR(S)**

A Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and all physical properties of the Council. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

## **ARTICLE XV - CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Council and a natural person.

## **ARTICLE XVI - AMENDMENTS TO THESE BYLAWS**

### **SECTION 1. AMENDMENT BY BOARD OF DIRECTORS**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the action of the Board of Directors, subject to the rights of the Members under Section 2 below. Notwithstanding the foregoing, no such action shall materially and adversely affect the rights, privileges, preferences, restrictions or conditions of a Member as to voting or transfer.

### **SECTION 2. MEMBERS' APPROVAL REQUIRED**

Without the approval of the Members, the Board of Directors may not adopt, amend or repeal any Bylaws that would:

- (1) Increase or extend the term of the Directors;
- (2) Change the term limits for Directors;
- (3) Allow any Director to hold office by designation or selection rather than by election of the Members except as provided in these Bylaws;
- (4) Increase the quorum for Members' meetings;
- (5) Repeal, restrict, create, or expand or otherwise change proxy rights; or
- (6) Authorize cumulative voting.

### **SECTION 3. AMENDMENT BY MEMBERS**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by vote of the Members. Any provision of these Bylaws that requires the vote of a larger proportion of Members than otherwise is required by law may not be altered, amended or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

### **ARTICLE XVII - 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 of the Council, 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.

### **CERTIFICATE OF SECRETARY**

#### **THIS IS TO CERTIFY:**

That I am the duly-elected, qualified, and acting Secretary of GIRL SCOUTS OF GREATER LOS ANGELES, a California nonprofit public benefit corporation; and that the foregoing Amended and Restated Bylaws consisting of twenty-six (26) pages, were adopted as the Bylaws of said Council by its members on April \_\_, 2013.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal, at Los Angeles, California, effective \_\_\_\_\_, 2013.

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Hailyn J. Chen, Secretary