



AMENDED AND RESTATED BYLAWS

and

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Girl Scout Council of the Nation's Capital

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BYLAWS OF GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL

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BYLAWS

ARTICLE I - THE COUNCIL.

1. **THE CORPORATION.** The name of the corporation is Girl Scout Council of the Nation's Capital (the "**Council**"). The Council fulfills the purpose stated in the Articles of Incorporation of the Council registered in the Commonwealth of Virginia, as they may be amended or amended and restated from time to time (the "**Articles of Incorporation**").
2. **MEMBER ELIGIBILITY.** Individuals age 14 and older are eligible to be members of the Council who are:
 - A. members of the Girl Scout Movement and currently registered through the Council; or
 - B. lifetime members affiliated with the Council.
3. **VOTING ELIGIBILITY.** The following members shall have the right to vote (collectively the "**Voting Members**"):
 - A. Council Delegates from Service Units selected pursuant to Article I, Section 4.A;
 - B. Council Delegates-at-large selected pursuant to Article I, Section 4.B;
 - C. the Officers of the Council, as defined in Article IV, Section 1;
 - D. Members-at-large of the Board of Directors, as defined in Article V, Section 2; and
 - E. the chair and members of the Nominating Committee, as defined in Article II, Section 1.
4. **COUNCIL DELEGATES.**
 - A. Selection of Council Delegates from Service Units. Each Service Unit is entitled to select, by any means it determines, the following delegates and alternate delegates to the Council ("**Council Delegates**" and "**Alternate Council Delegates,**" respectively):
 - (1) one Council Delegate and one Council Alternate Delegate if 1 to 200 girls were registered in that Service Unit on September 30 of the preceding calendar year,
 - (2) two Council Delegates and two Alternate Council Delegates if 201 to 400 girls were registered in that Service Unit on September 30 of the preceding calendar year,
 - (3) three Council Delegates and three Alternate Council Delegates if 401 to 600 girls were registered in that Service Unit on September 30 of the preceding calendar year, and

- (4) four Council Delegates and four Council Alternate Delegates if more than 600 girls were registered in that Service Unit on September 30 of the preceding calendar year.
- B. Selection of Council Delegates-at-Large. The Board of Directors may appoint Council Delegates-at-large from the Council at large. The number of Council Delegates-at-large is determined at the Board of Directors' discretion but cannot exceed 3 percent of the total number of Council Delegates from Service Units.
- C. Term of Council Delegates. Council Delegates are selected on or before June 30 to serve for a term of one year and until successors are elected and their terms commence. A Council Delegate's term begins the first day of the fiscal year following the Annual Meeting (as defined in Article I, Section 6.A), unless a Council Delegate is absent from a regular or special meeting of the Council, in which case such Council Delegate's term expires immediately upon such Council Delegate's absence.
- D. Alternate Council Delegates' Service. A Council Alternate from the same Service Unit will fill the unexpired term of a Council Delegate whose term expires early (as provided in C. above) or who cannot fulfill her responsibilities and/or withdraws as a Council Delegate before the expiration of her term.
- E. Responsibilities of Council Delegates. Council Delegates represent the membership at all regular and special Council meetings.

5. RESPONSIBILITIES OF VOTING MEMBERS.

- A. Voting Members elect:
 - (1) the Officers of the Council;
 - (2) the Members-at-Large of the Board of Directors;
 - (3) the members of the Nominating Committee; and
 - (4) the National Delegates and Alternate National Delegates (as defined in Article II, Section 6.B).
- B. In addition, Voting Members have the power to:
 - (1) determine lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board of Directors;
 - (2) amend the Articles of Incorporation and these Bylaws (as they may be amended or amended and restated from time to time, the "**Bylaws**");
 - (3) take all other action requiring membership vote; and

- (4) conduct other business that may come before the Voting Members.
- C. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than 60 days prior to the date of the Annual Meeting for consideration by the Board of Directors or the appropriate committee appointed by the President. Any Council Delegate, group, or individual active in the Girl Scout movement and registered through the Council as a member is entitled to submit a proposal.

6. ANNUAL MEETING OF THE COUNCIL.

- A. The Council holds an annual meeting of the members (“**Annual Meeting**”) once each year during the third or fourth quarter of the Council’s fiscal year, at a time and place determined by the Board of Directors. The date of each Annual Meeting will be announced at the immediately preceding Annual Meeting, and if such date changes after its announcement, then the new date will be posted on the Council’s website as soon as practicable following the establishment of the new date by the Board of Directors. The Annual Meeting may be held virtually or by remote means, consistent with the requirements of the Virginia Nonstock Corporation Act.
- B. The Council must give notice of the time, place, and agenda of the Annual Meeting, together with the slate of nominees for all offices or positions to be filled under the Bylaws. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each Voting Member not more than 60 days and not less than 14 days before the meeting.

- 7. SPECIAL MEETINGS OF THE COUNCIL.** A special meeting of the Council (a “**Special Meeting**”) may be called by the President for any purpose with the approval of a majority of the members of the Board of Directors, and the President shall call a Special Meeting upon the written request of a majority of the members of the Board of Directors or at least 15 percent of the Council Delegates. Any Special Meeting must be held no later than 30 days following the calling of the Special Meeting. At a Special Meeting, the Council has the power to transact only that business for which the meeting has been called, and no other business. The Council must give notice of the time, place, and purpose of any Special Meeting. Notice must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each Voting Member not less than ten days before the meeting. A Special Meeting may be held virtually or by remote means, consistent with the requirements of the Virginia Nonstock Corporation Act.

- 8. QUORUM.** To constitute a quorum for the transaction of business at any Annual Meeting or Special Meeting, and notwithstanding any provision to the contrary in the Virginia Nonstock Corporation Act, 51 percent of the Voting Members must be present in person (subject to Article 1, Section 10, below), with a majority of the Service Units represented.

- 9. VOTING.** Each Voting Member present in person (subject to Article 1, Section 10 below) at the Annual Meeting or any Special Meeting is entitled to one vote. No Voting Member is entitled to vote in more than one capacity. Election must be by ballot in contested

elections and by acclamation, voice, or other means in uncontested elections. Proxy or absentee voting is not permitted; however, voting by electronic instrument or online voting platform or software is allowed at all meetings, including virtual meetings or meetings held by remote means. A person shall be elected by a plurality of votes cast. Except as otherwise required by statute or the Articles of Incorporation, all other matters are determined by a majority vote of the Voting Members present in person (subject to Article 1, Section 10 below) and voting.

10. **REMOTE PARTICIPATION.** Notwithstanding anything set forth in the Bylaws to the contrary, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act, (a) a Voting Member shall be deemed to be “present in person” for all purposes, including voting, at any Annual Meeting or Special Meeting if such Annual Meeting or Special Meeting, as applicable, is held virtually or by remote means, as authorized pursuant to Article I, Section 6.A, and Article I, Section 7, and such Voting Member attends virtually or by the remote means by which such meeting is held, and (b) the Board of Directors may permit Voting Members to participate in any meeting of Voting Members virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting.

ARTICLE II - NOMINATING COMMITTEE.

1. **COMPOSITION.** The Nominating Committee of the Council (the “**Nominating Committee**”) is an advisory committee consisting of nine members, at least two of who are elected from among the members of the Board of Directors and at least five of who are not members of the Board of Directors.
2. **ELECTION AND TERM OF MEMBERS.**
 - A. Voting Members elect members of the Nominating Committee for a term of three years each or until successors are elected and their terms commence. After expiration of the term of a member of the Nominating Committee, such member is not eligible for Nominating Committee membership until three years have lapsed.
 - B. The term of office of each Nominating Committee member begins on the first day of the fiscal year following the Annual Meeting at which such member is elected. The terms of office of the members of the Nominating Committee are staggered, such that the term of three of the nine members expires at the end of each fiscal year.
3. **VACANCIES OF MEMBERS.** The Board of Directors has the power to fill, by appointment, any vacancy on the Nominating Committee, until the end of the fiscal year in which such vacancy occurs. At the Annual Meeting before the end of such fiscal year, the Council must fill, by election, the remaining unexpired term of any member.
4. **ELECTION AND TERM OF CHAIR.** Subject to the approval of the Board of Directors, the President appoints the chair of the Nominating Committee from among the members of the Nominating Committee at the first regular Board of Directors meeting of the fiscal year, or at another time as directed by the Board of Directors. The chair of the Nominating

Committee serves for a one-year term and for no more than one year during any term as a committee member. A member must have served at least one year on the committee to be eligible to be the chair of the Nominating Committee. If not currently a member of the Board of Directors, the chair of the Nominating Committee is an ex-officio member of the Board of Directors.

5. **VACANCY OF NOMINATING COMMITTEE CHAIR.** If the position of chair of the Nominating Committee is vacant, the President, subject to the approval of the Board of the Directors, shall appoint a successor who serves the remainder of the unexpired term.

6. **RESPONSIBILITIES.**

A. The Nominating Committee presents to the Voting Members at the Annual Meeting:

- (1) a single slate of nominees for Officers of the Council, when appropriate;
- (2) a single slate of nominees for Members-at-Large of the Board of Directors; and
- (3) a single slate of nominees for members of the Nominating Committee.

B. At the Annual Meeting held in the calendar year before the regular meeting of the National Council of Girl Scouts of the United States of America (“**Girl Scouts of the USA**” or “**GSUSA**,” and such meeting, the “**National Council Session**”), the Nominating Committee presents to the Voting Members:

- (1) a single slate of nominees for delegates to the National Council of Girl Scouts of the USA (“**National Delegates**”); and
- (2) a single slate of nominees for alternate delegates to fill vacancies among the National Delegates (“**Alternate National Delegates**”).

C. Nominations may be made from the floor at the Annual Meeting, provided that as to each individual so nominated, there has been given to the Secretary of the Board at the Council’s headquarters at least seven calendar days prior to the Annual Meeting: (i) evidence reasonably satisfactory to the Secretary of the eligibility (Article I, Section 2) of the individual; (ii) a letter from the individual expressing her or his willingness to serve, if elected; and (iii) a completed current form, “Referral for Girl Scout Positions,” as found on the Council’s website.

7. **QUORUM; REMOTE PARTICIPATION.** Five members of the Nominating Committee must be present in person at meetings of the Nominating Committee to constitute a quorum for the transaction of business, provided, however, that the chair of the Nominating Committee may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.

8. **REMOVAL.** Voting Members have the power to remove a member of the Nominating Committee, including the chair of the Nominating Committee, with or without cause, by a two-thirds vote of the Voting Members present in person (subject to Article 1, Section 10) and voting:
 - A. at a Special Meeting of the Council called expressly for that purpose, or
 - B. at an Annual Meeting.

ARTICLE III - PARTIAL TERMS.

A person who has served more than half a term in an office as that specific term is described in the Bylaws shall be deemed to have served the full term for the purpose of determining eligibility to serve additional terms in that office or in another position.

ARTICLE IV - THE OFFICERS.

1. **NUMBERS AND TITLES.** The seven officers of the Council ("**Officers of the Council**") are:
 - A. President, who is also chair of the Board of Directors (the "**President**" or "**Chair**"),
 - B. First Vice President,
 - C. Second (Field) Vice President,
 - D. Third (Committee) Vice President,
 - E. Secretary,
 - F. Treasurer, and
 - G. Assistant Treasurer.
2. **ELECTION AND TERM.**
 - A. All Officers of the Council are elected by the Voting Members for concurrent terms of three years, and until their successors are elected and their terms commence. Officers are not entitled to serve more than two consecutive terms in any of these offices. Terms of office begin on the first day of the fiscal year following the Annual Meeting at which the elections are held.
 - B. Any person is eligible to serve two consecutive terms as President, regardless of the number of consecutive terms that person served in any one or more of the offices other than President.

3. VACANCIES.

- A. If there is a vacancy in the office of the President, the Vice Presidents succeed to the office of President in order of their rank.
- B. If there is a vacancy in an office other than President, the Board of Directors shall appoint a successor to serve in that office until the end of the fiscal year and the office has been filled by election as provided below. At the next Annual Meeting following such appointment, the Voting Members will fill the vacancy by election of a nominee for the unexpired term.

4. RESPONSIBILITIES. The responsibilities of the Officers are as follows:

- A. The President is the principal Officer of the Council, and calls and presides at all meetings of the Council and the Board of Directors and serves as Chair of the Board of Directors. The President is responsible for ensuring that directions given by members of the Council, and the actions of the Board of Directors, are carried into effect. The President reports to the membership and the Board of Directors on the conduct and management of the affairs of the Council. The President is an ex-officio member of all committees established by the Board of Directors. The President has other powers and performs other duties assigned by the Board of Directors or prescribed elsewhere in the Bylaws.
- B. The Vice Presidents have powers and duties as follows:
 - (1) the First Vice President performs the duties of the President if the President is absent, and assists with the President's work as the President directs;
 - (2) the Second (Field) Vice President coordinates the work of the Council Delegates and forums (as described in Article VIII, Section 1), and performs other duties as the President directs; and
 - (3) the Third (Committee) Vice President coordinates the work of the Board committees, is an ex-officio member of these committees, and performs other duties as the President directs.
- C. The Secretary records the minutes of meetings of the Council and the Board of Directors. The Secretary is responsible for:
 - (1) custody of the corporate books, records, and files;
 - (2) ensuring that notices of all Annual Meetings and Board of Directors meetings are issued; and
 - (3) exercising other powers and performing other duties as directed by the President or the Board of Directors.

- D. The Treasurer is responsible for all transactions relating to corporation finances.
 - (1) The Treasurer ensures that the directives of the Board of Directors related to corporation finances are carried out, including but not limited to:
 - (a) receipt, custody, disbursement, and borrowing of money; and
 - (b) countersigning contracts or other instruments authorized generally or specifically by the Board of Directors and signed by the Chief Executive Officer in the name of the corporation.
 - (2) The Treasurer exercises other powers usual to the office, and performs other duties as directed by the President or the Board of Directors.
 - E. The Assistant Treasurer is responsible for duties assigned by the Treasurer and exercises other powers and performs other duties as directed by the President, the Treasurer or the Board of Directors.
5. **REMOVAL.** Voting Members have the power to remove an Officer of the Council, with or without cause, by a two-thirds vote of Voting Members present in person (subject to Article 1, Section 10) and voting:
- A. at a Special Meeting of the Council called expressly for that purpose, or
 - B. at an Annual Meeting.

ARTICLE V - BOARD OF DIRECTORS.

1. COMPOSITION.

- A. The Board of Directors of the Council (the “**Board of Directors**”) consists of:
 - (1) the Officers of the Council, as defined in Article IV, Section 1;
 - (2) twenty-one Members-at-Large of the Board of Directors serving three-year terms; and
 - (3) two Members-at-Large of the Board of Directors serving one-year terms.
- B. The chair of the Nominating Committee, if not otherwise elected to the Board of Directors, is an ex-officio member of the Board of Directors.

2. ELECTION AND TERM. Members of the Board of Directors, other than the Officers of the Council, are “**Members-at-Large of the Board of Directors.**”

- A. Voting Members shall elect twenty-one Members-at-Large of the Board of Directors for a term of three years each and until their successors are elected and their terms

commence. These Members-at-Large of the Board of Directors serve for no more than two consecutive terms.

- B. Voting Members shall also elect two Members-at-Large of the Board of Directors who shall be girl members of the Council and who shall serve for one-year terms and until their successors are elected and their terms commence.
 - C. The term of office for Members-at-Large of the Board of Directors begins on the first day of the fiscal year following the Annual Meeting at which the elections of such Members-at-Large of the Board of Directors are held. Regardless of the number of consecutive terms any person has served as a Member-at-Large, that person is eligible to be a member of the Board of Directors when serving as an Officer or as chair of the Nominating Committee.
3. **VACANCIES.** Vacancies among the Members-at-Large of the Board of Directors are filled until the end of the fiscal year by affirmative vote of a majority of the remaining members of the Board of Directors then in office, even if the number of remaining members of the Board of Directors is less than a quorum. Votes to fill vacancies on the Board of Directors must be held at a special meeting of the Board of Directors called for that purpose or any regular meeting of the Board of Directors. Vacancies among Officers of the Council are filled in accordance with Article IV, Section 3. A vacancy in the office of chair of the Nominating Committee is filled in accordance with Article II, Section 5.
4. **RESPONSIBILITIES AND ACCOUNTABILITIES.** The affairs of the Council are managed by the Board of Directors. The Board of Directors is accountable to the:
- A. membership for managing the affairs of the Council, and must manage those affairs with due regard for the views of the Council membership;
 - B. Board of Directors of Girl Scouts of the USA, for compliance with charter requirements;
 - C. state or Commonwealth in which it is incorporated, for adhering to applicable corporate law; and
 - D. federal government in matters relating to applicable law affecting non-profit and non-stock organizations.
5. **REGULAR MEETINGS.** The Board of Directors must hold no fewer than five regular meetings a year, at the time and place the Board directs. Notice of the time, place, and agenda of each meeting must be given personally, or mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification to each Board Member not less than seven days before the meeting.
6. **SPECIAL MEETINGS.** The President has the power to call a special meeting of the Board of Directors with the approval of a majority of the members of the Board of Directors, and shall call such a special meeting upon written request of a majority of the members of the Board of Directors. At a special meeting, the Board of Directors has the power to

transact only that business for which the special meeting has been called, and no other business. Notice of the time, place, and purpose of any special meeting must be mailed, emailed, or sent by other electronically transmitted means, ensuring appropriate notification at least seventy-two hours before the meeting, or must be given in person, or by telephone, at least twenty-four hours before the meeting.

7. **REMOTE PARTICIPATION.** The President may permit members of the Board of Directors to participate in any meeting of the Board of Directors virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.
8. **QUORUM.** A majority of all members of the Board of Directors present in person (subject to Article V, Section 7) shall constitute a quorum for the transaction of business at any duly called special or regular meeting of the Board of Directors.
9. **REMOVAL.** Any member of the Board of Directors who is absent from three consecutive board meetings in their entirety without good cause acceptable to the Chair, in her or his sole discretion, can be removed from the Board of Directors by a majority vote of the members of the Board of Directors present and voting at any regular meeting of the Board of Directors (including virtual and remote participation meetings pursuant to Section 7 of this Article). Any member of the Board of Directors, including Officers, can be removed with or without cause by a two-thirds vote of the Voting Members present in person and voting at a Special Meeting of the Council called expressly for that purpose or at an Annual Meeting (including in either case virtual and remote participation meetings pursuant to Article I hereof).

ARTICLE VI – COMMITTEES.

1. **ESTABLISHMENT.** The Board of Directors has the power to establish, by resolution, board committees, advisory committees, and task groups as it determines necessary. These board committees, advisory committees, or task groups shall have the duties and responsibilities and names determined by resolution of the Board of Directors or as set forth in the committee charter approved by the Board of Directors for any such committee. Advisory committees and task groups that have members who are not on the Board of Directors shall not exercise any power or authority of the Board of Directors.
2. **APPOINTMENT AND TERM OF CHAIRS.** The Board of Directors appoints the chair of any committee or task group upon the recommendations of the President. Appointments of committee or task group chairs are made at the last regular Board of Directors meeting of the fiscal year, or at another time as directed by the Board of Directors. Chairs of committees are appointed to serve for one year unless otherwise determined by the Board of Directors or until their successors are appointed and their terms commence.
3. **VACANCIES OF COMMITTEE CHAIRS.** Vacancies of the chairs of any committees are filled at any regular meeting of the Board of Directors by following the procedure in Article VI, Section 2.

4. **APPOINTMENT AND TERM OF COMMITTEE MEMBERS.** Unless otherwise set forth in the Bylaws, after consultation with the chairs of the respective committees or task groups, the Board of Directors upon recommendation of the President appoints the members of committees and task groups. The members of committees and task groups are appointed for a term of one year and until their successors are elected and their terms commence, unless otherwise determined by the Board of Directors.
5. **REMOTE PARTICIPATION.** The chair of any committee established by the Board of Directors may permit members of the committee to participate in any meeting of the committee virtually or by means of remote communication, and such participation shall be deemed to be “present in person” for all purposes, including voting, at such meeting, provided that the Board of Directors has implemented such procedures for remote participation as required by the Virginia Nonstock Corporation Act.

ARTICLE VII – CHIEF EXECUTIVE OFFICER.

1. **APPOINTMENT.** The Chief Executive Officer is the chief staff administrator, appointed by the Board of Directors on the recommendation of the President, to serve at the pleasure of the Board the Board of Directors.
2. **RESPONSIBILITIES.**
 - A. The Chief Executive Officer is responsible for:
 - (1) providing advice and assistance to the Council, the Board of Directors, the President and other Officers, committees and task groups;
 - (2) administering the total operations of the Council in conformity with the policies and plans adopted by the Board of Directors, including signing contracts and spending funds within the approved budgets; and
 - (3) interpreting and promoting Girl Scouting in the community.
 - B. The Chief Executive Officer has other powers and performs other duties as directed by the Board of Directors through the President.

ARTICLE VIII – POLICY INFLUENCING.

1. **ESTABLISHMENT.** The Board of Directors will establish policy-influencing meetings called “forums” in geographically diverse areas within the Council’s jurisdiction.
2. **PARTICIPANTS.** While most attendees at forums will be Council Delegates, forums are open to any member as described in Article I, Section 2.
3. **RESPONSIBILITIES.**
 - A. The Second Vice President is responsible for setting the forum agenda, based on Board of Directors and Council Delegate input. All forums are chaired by a member of the Board of Directors.

B. Council Delegates are responsible to:

- (1) serve in an advisory capacity to the Board of Directors;
- (2) consider proposed plans, policies and other matters referred to them by the Board of Directors;
- (3) participate in Council strategic planning;
- (4) present the views of the Service Units and the Council membership to the Board of Directors;
- (5) consider ways to improve the quality of Girl Scouting and identify the needs for services; and
- (6) perform other duties as delegated by the Board of Directors.

4. **REGULAR MEETINGS.** The Board of Directors must call a minimum of one forum per year in each of at least six geographically diverse locations. The forum meetings shall not occur in conjunction with the Annual Meeting. The Council will provide notice of the time, place, and agenda of the meeting(s) to each Council Delegate, ensuring appropriate notification at least thirty days before each forum.

ARTICLE IX - NATIONAL COUNCIL DELEGATES.

1. **ELECTION.** Voting Members of the Council elect National Delegates and Alternate National Delegates at the Annual Meeting held in the calendar year preceding the calendar year of the National Council Session of the National Council of Girl Scouts of the USA. National Delegates and Alternate National Delegates must be citizens of the United States of America. They will be elected from the active members, age 14 and older, registered through the Council with Girl Scouts of the USA and serve for three years, beginning at the Annual Meeting at which they are elected or until successors are elected and their terms commence. Seven National Delegate positions will be reserved for the incoming team of the Officers of the Council who will be duly elected at the Annual Meeting in calendar year of the National Council Session. The President and the Board of Directors have the power to fill vacancies from among the Alternate National Delegates until the next meeting of the Council.
2. **RESPONSIBILITY.** National Delegates are responsible to the Council. It is their duty to represent the Council at Girl Scouts of the USA National Council meetings.

ARTICLE X – FINANCE.

1. **FISCAL YEAR.** The Board of Directors is authorized to set the fiscal year of the Council. Until changed by the Board of Directors, the fiscal year of the Council is October 1 through September 30.

2. **CONTRIBUTIONS.** The Council has the power to accept and collect any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council only as authorized by the Board of Directors.
3. **DEPOSITORIES.** All funds of the Council must be deposited to the credit of the Council under the conditions and in accounts designated by the Board of Directors.
4. **APPROVED SIGNATURES.** All instruments relating to the securities and real property of the Council must be signed by the Chief Executive Officer or the Chief Executive Officer's designee, and must be countersigned by the Treasurer or the Assistant Treasurer or the Treasurer's designee, those designees being approved by the Board of Directors at its first regular meeting of the fiscal year.
5. **APPROVAL OF EXPENDITURES AND REAL PROPERTY ACQUISITIONS.**
 - A. Operating Expenses. Prior to payment, all operating expenses of the Council of \$7,500 or more shall require the approval by the Chief Executive Officer, or the Chief Executive Officer's designee, and the Treasurer or the Assistant Treasurer, or the Treasurer's designee, those designees being approved by the Board of Directors at its first regular meeting of the fiscal year.
 - B. Capital Expenses. Prior to incurring any such payment obligation, all capital expenses of the Council of \$7,500 or more shall require the approval by the Chief Executive Officer, or the Chief Executive Officer's designee, and the Treasurer or the Assistant Treasurer, or the Treasurer's designee.
 - C. Expenses Less Than \$7,500. Prior to payment, all operating or capital expenses of the Council less than \$7,500 shall require approval by Department Managers, their Supervisors, and the Controller.
 - D. Investments in and Dispositions of Real Property. Further, and notwithstanding the foregoing subsections of this Article X, Section 5, any acquisition or proposed acquisition by the Council, or disposition or proposed disposition by the Council, of real property or any interest in real property shall require the prior approval by all Officers of the Council. Such approval may be given by a unanimous written consent of the Officers of the Council that describes the action to be taken, and such written consent shall be delivered to the Council. Notwithstanding the foregoing provisions of this Article X, Section 5.D, a proposed acquisition or disposition of real property or any interest in real property in excess of \$500,000 shall require prior approval of the Board of Directors.
6. **BONDING.** All persons having access to or major responsibility for the handling of monies and securities of the Council must have coverage under a fidelity bond insurance policy or equivalent fidelity coverage in such sum and with such surety as the Board of Directors may require from time to time.
7. **BUDGET.** The Board of Directors must approve the annual budget of estimated income and expenditures of the Council. The Council cannot incur expenses (operating or capital) in excess of the total budgetary appropriations without prior approval of the Board of Directors.

8. **AUDITS.** The Board of Directors must retain an independent certified public accountant to examine the financial accounts of the Council each year. A report of the examination must be submitted to the Board of Directors and Girl Scouts of the USA. The Audit Committee of the Board of Directors oversees the work of the certified public accountant and assures the Board of Directors that the audit is well conducted and the financial records are accurate.
9. **PROPERTY.** Title to all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.
10. **FINANCIAL REPORTS.** The Treasurer must make a summary report of the financial operation of the Council at least annually to the membership and to the public in a form required by the Board of Directors. An annual financial report must also be submitted to the Girl Scouts of the USA and to the Council's United Way funding agencies, as required.
11. **INVESTMENTS.** The funds of the Council must be invested in accordance with directions from the Board of Directors or from a committee approved by the Board of Directors for that purpose.
12. **DISSOLUTION.** If the Council is dissolved, assets of the Council remaining after the discharge of all liabilities must be put in trust for the benefit of Girl Scouting, pending the reorganization of another Girl Scout Council in the area.

ARTICLE XI – INDEMNIFICATION.

The Council shall indemnify and reimburse all Officers of the Council, Members-at-Large of the Board of Directors, chairs and members of committees, and Council employees, agents and volunteers, as well as all other individuals whom it has the authority to indemnify and reimburse under any applicable law, and all individuals whom it is mandated to indemnify pursuant to Article 9 of the Virginia Nonstock Corporation Act, in the manner and to the fullest extent provided therein, against all expenses and liabilities, including counsel fees, incurred or imposed on such individual in connection with any proceeding to which such individual is a party, or in which such individual may become involved, because the individual is or was a director, officer, employee, agent, or volunteer of the Council. The Council shall pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because the individual was or is an Officer of the Council, Member-at-Large, chair or member of a committee, or Council employee, agent, or volunteer in the manner and to the fullest extent permitted in section 13.1-878 of the Virginia Nonstock Corporation Act or any other applicable provisions of law. The Council may purchase and maintain insurance for this purpose. The indemnification provided for in this Article shall not be deemed exclusive of any other right to which those seeking indemnification for any reason whatsoever may be entitled under any agreement, vote by a disinterested majority of the Board of Directors, or otherwise. The Council will make such other and further indemnity to an Officer of the Council, Member-at-Large, chair or member of a committee, or Council employee, agent, or volunteer to the extent permitted by law, as the Board of Directors may direct by resolution at a regular meeting or a special meeting called for the purpose.

It will be the policy of the Council to grant indemnification where such action will further the aims of the Girl Scout movement by encouraging qualified and dedicated persons to assume active

roles in the affairs of the Council. For the avoidance of doubt, the indemnification provision applies to all members of the Governance Advisory Committee.

ARTICLE XII – RULES OF ORDER.

Each decision-making body will establish rules of order to ensure that business is conducted in an orderly and consistent manner. All rules established are subject to the laws of the state or Commonwealth in which the Council is incorporated, the Articles of Incorporation and the Bylaws.

ARTICLE XIII – AMENDMENTS.

The Voting Members have the power to amend the Bylaws by a two-thirds vote of those present in person (subject to Article I, Section 10) and voting at any meeting of the Council, so long as the proposed amendment was included in the notice of the meeting.

The Bylaws were adopted on February 23, 1974, and amended February 15, 1975; February 25, 1978; February 10, 1979; February 23, 1980; February 21, 1981; April 23, 1983; April 19, 1986; April 16, 1988; April 7, 1990; April 11, 1992; April 17, 1999; April 17, 2004; April 19, 2008; April 4, 2009; April 9, 2011; April 5, 2014; April 21, 2018; and April 17, 2021.

GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL
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GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The name of the corporation shall be the Girl Scout Council of the Nation's Capital ("**the Council**").
2. The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, cheerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in the home, the workplace, and the world and for service to the community, to fix and maintain standards which will inspire coming generations with the highest ideals of character, patriotism, conduct, and attainment. The Council shall be charitable, benevolent, non-sectarian, non-political, and not for pecuniary profit.
3. The Council shall exercise any and all of the general powers granted by Section 13.1-826 of the Code of Virginia.
4. The territory served by the Council shall be delineated into geographical subdivisions designated as "**Service Units**," the members of which shall, in proportion to their girl membership, elect delegates to the Council ("**Council Delegates**"). The voting members of the Council ("**Voting Members**") shall be said elected Council Delegates, additional Delegates-at-large selected by the Council's board of directors ("**Board of Directors**"), the officers of the Council ("**Officers of the Council**"), the members of the Board of Directors other than the Officers of the Council ("**Members-at-Large of the Board of Directors**"), and the chair and members of the nominating committee of the Council ("**Nominating Committee**") who are not otherwise members of the Council.
5. Members of the Council shall have the rights set forth in the Bylaws of the Council ("**Bylaws**"). Voting Members of the Council shall have the right to vote as set forth in the Bylaws, including the right to vote on amendments to the Articles of Incorporation and the Bylaws, to elect the Officers of the Council, the Members-at-Large of the Board of Directors, the members of the Nominating Committee, and the delegates and alternate delegates to the National Council of Girl Scouts of the United States of America ("**National Delegates**" and "**Alternate National Delegates**," respectively).

6. The Board of Directors shall consist of the Officers of the Council, Members-at-Large of the Board of Directors elected by the Council, and the chair of the Nominating Committee. The term of office of Members-at-Large of the Board of Directors shall be three years, except that the term for two Members-at-Large of the Board of Directors reserved for girl members of the Council shall be one year, or until her successor is elected, as set forth in the Bylaws. The term of office of those who serve as members of the Board of Directors solely because of their positions as Officers of the Council or as chair of the Nominating Committee shall be the same as their respective terms of office as Officers of the Council or as chair of the Nominating Committee, as set forth in the Bylaws. The manner of election of Officers of the Council and Members-at-Large of the Board of Directors shall be by plurality vote of the Voting Members and in accordance with such specific procedures as may be set forth in the Bylaws. Subject to the approval of the Board of Directors, the President of the Council shall appoint the chair of the Nominating Committee from among the members of the Nominating Committee, and in accordance with such specific procedures as may be set forth in the Bylaws.
7. Members-at-Large of the Board of Directors, Officers of the Council, and members of the Nominating Committee, including the chair of the Nominating Committee, may be removed with or without cause by a vote of at least two-thirds of the members present in person (subject to provisions of the Bylaws permitting, in some circumstances, remote participation) and voting at a meeting of the Council called expressly for that purpose or at an Annual Meeting. Removal from the Board of Directors of an ex-officio director shall also effect removal from the office which entitled such person to membership on the Board of Directors, including the office of chair of the Nominating Committee. Vacancies on the Board of Directors shall be filled in accordance with procedures established by the Bylaws. The Board of Directors may, by a two-thirds vote of a quorum of the Board, remove any person whom the Board has elected to fill a vacancy on the Board or on the Nominating Committee.
8. Amendment of the Bylaws of the Council shall be by a two-thirds vote of the Voting Members present in person (subject to provisions of the Bylaws permitting, in some circumstances, remote participation) and voting at any meeting of the Council, provided that the subject matter of the proposed amendment shall have been stated in the notice of the meeting.
9. Action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken, without a meeting, by fewer than all of the members of the Board of Directors, but not less than a majority of the members of the Board of Directors, if a majority of the members of the Board of Directors signs a consent describing the action to be taken and delivers it to the Council, except such action shall not be permitted to be taken without a meeting if any member of the Board of Directors objects to the taking of such proposed action. To be effective, such objection shall have been delivered to the Council no later than ten

business days after notice of the proposed action is given. The Council shall promptly notify each member of the Board of Directors of any such objection. Any actions taken without a meeting shall comply with any voting requirements established in the articles of incorporation or Bylaws. If corporate action is to be taken under this section by fewer than all of the members of the Board of Directors, the Council shall give written notice of the proposed action not less than 10 business days before the action is taken, or such longer period as may be required by the Bylaws, to all members of the Board of Directors. The notice shall contain or be accompanied by a description of the action to be taken.

Notwithstanding any provision of this section, corporate action may not be taken by fewer than all of the members of the Board of Directors without a meeting if the action also requires adoption or approval of the members. Action taken under this section is effective when the last member of the Board of Directors, or the last member sufficient to satisfy the requirements of this section if action by fewer than all of the members of the Board of Directors is authorized, signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each member of the Board of Directors. The consent of a member of the Board of Directors may be withdrawn by a revocation signed by such member and delivered to the Council prior to delivery to the Council of the unrevoked written consents signed by the requisite number of members of the Board of Directors.

10. The post office address of the initial registered office of the Council shall be at 2518 North Glebe Road, Arlington, Virginia, in Arlington County. The name of its initial registered agent shall be Millard F. Ottman, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the Council.
11. In the event of dissolution of the Council, the net assets shall be distributed to the successor Girl Scouting council organization in the geographical area under the condition that the successor organization be exempt under Section 501(c)(3) of the Internal Revenue Code. If no such successor Girl Scouting council exists at the time of dissolution, then the assets shall be distributed to another Girl Scouting organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.