



# BYLAWS

**Girl Scout Council of the Nation's Capital**

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# GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL BYLAWS

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

### ARTICLE I - THE COUNCIL.

1. THE CORPORATION. The name of the corporation is the Girl Scout Council of the Nation's Capital (the "Council"). The corporation fulfills the purpose stated in the Articles of Incorporation registered in the Commonwealth of Virginia.
2. CORPORATE ELIGIBILITY. Individuals age 14 and older are eligible to be members of the corporation who are:
  - A. members of the Girl Scout Movement and
  - B. currently registered through the Council or lifetime members affiliated with the Council.
3. VOTING ELIGIBILITY. All voting members are members of the council during their term or terms. The voting members of the council are:
  - A. Delegates selected by each Service Unit, (which, for purposes of these Bylaws, shall include a County in the absence of a Service Unit),
  - B. Delegates-at-Large appointed by the Board of Directors, and
  - C. the following ex-officio members:
    - (1) the Officers of the Council,
    - (2) Members-at-Large of the Board of Directors, and
    - (3) the Chair and members of the Nominating Committee who are not otherwise members of the Council.
4. DELEGATES.
  - A. Delegates from Service Units. Each Service Unit is entitled to select, by any means:
    - (1) one delegate and one alternate for the first 200 or fewer girl members registered in that Service Unit as of the close of business on September 30 the preceding year, and
    - (2) one delegate and one alternate for each additional increment of 200 girl members registered in that Service Unit as of the close of business on September 30 the preceding year.
  - B. Delegates-at-Large. The Board of Directors appoints Delegates-at-Large from the Council at large. The number of Delegates-at-Large is at the Board of Directors' discretion, but cannot exceed 3% of the total number of delegates from Service Units.

5. TERM.

- A. Delegates are selected on or before June 30 for a term of one year or until successors are selected and take office. Delegates are entitled to serve no more than four consecutive terms. A Delegate's term begins July 1 and ends June 30 of the following year, unless the Delegate is absent from a regular or special meeting of the Council, in which case the Delegate's term expires immediately upon the Delegate's absence.
- B. An Alternate from the same Service Unit will fill the unexpired term of a Delegate.

6. RESPONSIBILITIES.

- A. Voting members of the Council elect:
  - (1) the Officers of the Council,
  - (2) the Members-at-Large of the Board of Directors,
  - (3) the members of the Nominating Committee,
  - (4) the Delegates and Alternate Delegates to the National Council of the Girl Scouts of the United States of America.
- B. Voting members of the Council:
  - (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;
  - (2) amend the Articles of Incorporation and Bylaws;
  - (3) take all other action requiring membership vote; and
  - (4) conduct other business that may come before the members.
- C. Delegates represent the membership at all regular and special Council meetings.
- D. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than February 1 for consideration by the Board of Directors or the appropriate committee appointed by the President. Any Delegate, group, or individual active in the Girl Scout movement and registered through the Council is entitled to submit a proposal.

7. REGULAR MEETING.
  - A. The Council holds a meeting once each year in April, at a time and place determined by the Board of Directors. The April meeting constitutes the Annual Meeting.
  - B. The Council must give notice of the time, place, and agenda of the meeting, together with the slate of nominees for all offices or positions to be filled under to these Bylaws. Notice must be given personally, or mailed, or electronically transmitted, ensuring appropriate notification to each member of the Council not more than forty-five days and not less than twenty-five days before the meeting.
8. SPECIAL MEETINGS. The President has the power to call a special meeting of the Council for any purpose, with the approval of more than half of the members of the Board of Directors, or upon the written request of 15 percent of the Delegates. The special meeting must be held no later than thirty days following completion of the provisions as stated above. 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 the meeting. Notice must be given personally, or mailed, or electronically transmitted, ensuring appropriate notification to each member of the Council not less than ten days before the meeting.
9. QUORUM. To constitute a quorum for the transaction of business, 51 percent of the Council voting members must be present in person, with a majority of the Service Units represented.
10. VOTING. Each voting member present in person is entitled to one vote. No 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 allowed. A person wins an election with 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 members present in person and voting.

## **ARTICLE II - NOMINATING COMMITTEE.**

1. COMPOSITION. The Nominating Committee of the Council consists of nine members, of whom at least two are elected from among the members of the Board and at least five are non-Board Members.
2. ELECTION AND TERM OF MEMBERS.
  - A. Voting members of Council elect members of the Nominating Committee for a term of three years or until successors are elected. After expiration of the term, a member of the Nominating Committee is not eligible for Nominating Committee membership until three years have lapsed.
  - B. Terms of office begin on the first day of the fiscal year following the Annual Meeting at which the elections are held. The terms of office of three members expire at the end of each fiscal year.
3. VACANCIES OF MEMBERS. The Board of Directors has the power to fill, by appointment, vacancies on the Nominating Committee, until the end of the fiscal year. At

the Annual Meeting before the end of the fiscal year, the Council must fill, by election, the unexpired term.

4. **ELECTION AND TERM OF CHAIR.** At its first meeting, the Nominating Committee elects from among its members a Chair who serves for a one-year term, and who serves as Chair 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. If not already a member of the Board of Directors, the Chair is ex-officio a member of the Board.
5. **VACANCY OF CHAIR.** If the position of Chair is vacant, the Nominating Committee elects a successor who serves the remainder of the unexpired term.
6. **RESPONSIBILITIES.**
  - A. The Nominating Committee presents to the voting membership 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 of the Council held in the calendar year of the regular meeting of the National Council of the Girl Scouts of the United States of America, the committee presents to the membership:
    - (1) a single slate of nominees for Delegates to the National Council and
    - (2) a single slate of nominees for Alternate Delegates to fill vacancies among the Delegates.
  - C. Nominations may be made from the floor at the Annual Meeting, so long as the eligibility (Article I, Section 2) of the individuals nominated has been established and the written consent of the individuals secured and submitted at the meeting.
7. **QUORUM.** Five members of the committee must be present to constitute a quorum for the transaction of business.
8. **REMOVAL.** Voting members of the Council have the power to remove a member of the Council Nominating Committee, including the Chair of the Nominating Committee, with or without cause, by a two thirds vote of the members present in person and voting:
  - A. at a meeting of the Council called expressly for that purpose, or
  - B. at an Annual Meeting.

### **ARTICLE III - PARTIAL TERMS.**

The Council considers a person who has served more than half a term in an office as that specific term is described in these Bylaws 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 are:
  - A. President, who is also Chair of the Board of Directors,
  - 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 are elected by members of the Council for concurrent terms of three years, or until their successors are elected. Officers are not entitled to serve more than two consecutive terms in any one or more 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 appoints a successor until the end of the fiscal year. At the Annual Meeting before the end of the fiscal year, the Council will fill by election 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 Board of Directors. The President is responsible for ensuring that directions given by members of the Council, and the actions of the Board, are carried into effect. The President reports to the membership and the Board on the conduct and management of the affairs of the Council. The President is ex-officio a member of all committees established by the Board. The

President has other powers and performs other duties assigned by the Board of Directors or prescribed elsewhere in these Bylaws.

- B. The Vice Presidents have powers and duties as follows:
  - (1) the First Vice President performs the duties of the President if 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 delegates and forums, 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 Board of Directors. The Secretary is responsible for:
  - (1) custody of the corporate books, records, and files;
  - (2) ensuring that notices of all Annual and Board 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 Executive Director 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 or the Board of Directors.

5. REMOVAL. Members of the Council have the power to remove an Officer, with or without cause, by a two thirds vote of members present in person and voting:

- A. at a 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 consists of :

                           (1)            the Officers of the council,

                           (2)            twenty-one Members-at-Large serving three year terms, and

                           (3)            two Members-at-Large serving a one year term.

B. The Chair of the Nominating Committee, if not otherwise elected to the Board of Directors, is ex-officio a member of the Board of Directors.

For the period beginning on the effective date of the merger of Girl Scouts of Shawnee Council, Inc. ("Shawnee") with and into the Council and ending on the last day of the 2011 fiscal year of the Council, the Board of Directors shall, in addition to those directors set forth in Section 1.A and 1.B of this Article, include two Members-at-Large who have, at any time, served as voting members of the Shawnee board of directors (the "Shawnee Members"). As of the close of business on the last day of the 2011 fiscal year of the Council, the terms of the Shawnee Members shall end and the Board of Directors of the Council shall consist solely of the directors set forth in Section 1.A and 1.B of this Article.

2. ELECTION AND TERM.

A. Members of the Council elect twenty-one Members-at-Large for a term of three years or until their successors are elected. These Members-at-Large serve for no more than two consecutive terms.

B. The two Members-at-Large elected for one-year terms are reserved for girl members of the corporation to serve for one year or until successors are elected.

C. The term of office begins on the first day of the fiscal year following the Annual Meeting at which the elections are held. Regardless of the number of consecutive terms any person has served as Member-at-Large, that person is eligible to be a member of the Board 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 board members then in office, even if the number of remaining board members is less than a quorum. Votes to fill vacancies must be held at a special meeting called for that purpose or any regular meeting of the Board. Vacancies among Officers 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 a Board of Directors. The Board of Directors is accountable to the:

- A. elected 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 the Girl Scouts of the United States of America, for compliance with charter requirements,
  - C. state or Commonwealth in which it is incorporated, for adhering to corporate law, and
  - D. federal government in matters relating to legislation 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 the meeting must be given personally, or mailed, or electronically transmitted, 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 with the approval of a majority of the members of the Board of Directors or upon written request of a majority of the members of the Board. At a special meeting, the Board has the power to transact only that business for which the meeting has been called, and no other business. Notice of the time, place, and purpose of the meeting must be mailed, or electronically transmitted, 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. **QUORUM.** A majority of the members of the Board of Directors present must be in person to constitute a quorum for the transaction of business.
  8. **REMOVAL.** Any board member who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board, in their sole discretion, can be removed from the Board by a majority vote of the Board Members present and voting at any regular meeting of the Board. Any Board Member, including Officers, can be removed with or without cause by a two-thirds vote of the members present in person and voting at a meeting of the Council called expressly for that purpose or at an Annual Meeting.

#### **ARTICLE VI - BOARD COMMITTEES.**

1. **ESTABLISHMENT.** The Board of Directors has the power to establish, by resolution, committees and task groups as it determines necessary. These committees or task groups have the responsibilities and names determined by resolution of the Board of Directors, except as specified in Article X of these Bylaws.
2. **APPOINTMENT AND TERM OF CHAIRS.** Subject to the approval of the Board of Directors, the President appoints the Chair of any committee or task group. Appointments of committee or task group Chairs are made at the first regular Board meeting of the fiscal year, or at another time as directed by the Board. Chairs are appointed to serve for one year unless otherwise determined by the Board of Directors or until their successors are appointed.

3. VACANCIES OF CHAIRS. Vacancies are filled at any regular meeting of the Board by following the procedure in Article VI, Section 2.
4. APPOINTMENT AND TERM OF MEMBERS. After consultation with the Chair of the respective committees or task groups, the President nominates the committee or task group members. The Board of Directors appoints the members for a term consistent with that of the Chair.

#### **ARTICLE VII - EXECUTIVE DIRECTOR.**

1. APPOINTMENT. The Executive Director is the chief staff administrator, appointed by the Board on the recommendation of the President, to serve at the pleasure of the Board.
2. RESPONSIBILITIES.
  - A. The Executive Director 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 Executive Director 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 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 and Delegate input. All forums are chaired by a member of the Board of Directors.
  - B. Delegates are responsible to:
    - (1) serve in an advisory capacity to the Board,
    - (2) consider proposed plans, policies and other matters referred to them by the Board,

- (3) participate in Council strategic planning,
  - (4) present the views of the Service Units and the Council membership to the Board,
  - (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.
4. REGULAR MEETINGS. The Board of Directors must call a minimum of one forum per year in at least six geographically diverse locations. The meeting will 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 Delegate, ensuring appropriate notification at least thirty days before the forum.

#### **ARTICLE IX - NATIONAL COUNCIL DELEGATES.**

1. ELECTION. Members of the Council elect Delegates and Alternate Delegates at the Annual Meeting held in the calendar year of the regular meeting of the National Council of Girl Scouts of the United States of America. Delegates and Alternate 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 United States of America, and serve for three years, beginning at the Annual Meeting at which they were elected or until successors are elected. The President and the Board of Directors have the power to fill vacancies from among the Alternate Delegates until the next meeting of the Council.
2. RESPONSIBILITY. National Council Delegates are responsible to the Council. It is their duty to represent the Council at National Council Meetings.

#### **ARTICLE X – FINANCE.**

1. FISCAL YEAR. The Board of Directors shall be authorized to set the fiscal year of the Council. Until changed by the Board of Directors, the fiscal year of the Council is July 1 through June 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 checks and instruments relating to the securities and real property of the Council must be signed by the Executive Director or the Executive Director'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. BONDING. All persons having access to or major responsibility for the handling of monies and securities of the Council must be bonded in such sum and in such surety as the Board of Directors requires.
6. BUDGET. The Board of Directors must approve the annual budget of estimated income and expenditures. The Council cannot incur expenses in excess of the total budgetary appropriations without prior approval of the Board of Directors.
7. AUDITS. The Board of Directors must retain an independent certified public accountant to examine the financial accounts of the corporation each year. A report of the examination must be submitted to the Board of Directors and the Girl Scouts of the United States of America. 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.
8. PROPERTY. Title of all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.
9. 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 United States of America and to the Council's United Way funding agencies, as required.
10. 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 for that purpose.
11. 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.**

If any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Council against expenses, including attorney's fees and in the case of actions other than those by, or in the right of, the Council, against judgments, fines and amounts paid in settlement, incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a member of the Board of Directors, or an Officer, employee, or agent of the Council, or is or was serving at the request of the Council as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, then unless such indemnification is ordered by a court, the Council will determine or cause to be determined in the manner provided in relevant provision of the Code of Virginia whether or not indemnification is proper in the circumstances, because the person claiming such indemnification has met the applicable standards of conduct set forth in such provisions of the Code of Virginia, and to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification will be indemnified. The Council will make such other and further indemnity to a Director, Officer, employee, or agent, except an indemnity against willful misconduct or a knowing violation of the criminal 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.

#### **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, the articles of incorporation and these Bylaws.

#### **ARTICLE XIII – AMENDMENTS.**

The members of the Council have the power to amend these Bylaws by a two-thirds vote of those present in person and voting at any meeting of the Council, so long as that the proposed amendment was included in the notice of the meeting.

These revised 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, and April 19, 2008, April 4, 2009.