

# BYLAWS

## Proposed Revisions

<b>TITLE PAGE</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
BYLAWS	AMENDED AND RESTATED BYLAWS AND AMENDED AND RESTATED ARTICLES OF INCORPORATION	AMENDED AND RESTATED BYLAWS AND AMENDED AND RESTATED ARTICLES OF INCORPORATION	<i>change name of title page</i>
<b>TABLE OF CONTENTS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL BYLAWS	<del>GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL</del> BYLAWS OF GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL	BYLAWS OF GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL	<i>change name of Table of Contents</i>
<i>New addition at end of Contents</i>	AMENDED AND RESTATED ARTICLES OF INCORPORATION	AMENDED AND RESTATED ARTICLES OF INCORPORATION	<i>adding the articles of incorporation in the contents (end of Bylaws)</i>
<b>BYLAWS TITLE PAGE</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL BYLAWS	<del>GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL</del> BYLAWS	BYLAWS	<i>change title for consistency</i>

<b>Article I - THE COUNCIL</b>			
<b>Section 1. THE CORPORATION</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
The name of the corporation is the Girl Scout Council of the Nation's Capital (the "Council"). The Council fulfills the purpose stated in the Articles of Incorporation registered in the Commonwealth of Virginia.	The name of the corporation is <del>the</del> Girl Scout Council of the Nation's Capital (the "Council"). The Council fulfills the purpose stated in the Articles of Incorporation <b>of the Council</b> registered in the Commonwealth of Virginia., <b>as they may be amended or amended and restated from time to time (the "Articles of Incorporation").</b>	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").	<i>Established definition of Articles of Incorporation</i>
<b>Section 2. MEMBER ELIGIBILITY – A, B</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
A. members of the Girl Scout Movement; and  B. currently registered through the Council or lifetime members affiliated with the Council.	A. members of the Girl Scout Movement; and <b>currently registered through the Council; or</b>  B. <del>currently registered through the Council</del> <b>or</b> lifetime members affiliated with the Council.	A. members of the Girl Scout Movement and currently registered through the Council; or  B. lifetime members affiliated with the Council.	<i>Minor grammatical change</i>
<b>Section 3. VOTING ELIGIBILITY - A, B, C, D, E</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
A. Delegates from Service Units;	A. <b>Council</b> Delegates from Service Units <b>selected pursuant to Article I, Section 4.A;</b>	A. Council Delegates from Service Units selected pursuant to Article I, Section 4.A;	<i>Conformed use of defined terms, and cross-referenced sections where definitions are set forth</i>
B. Delegates-at-Large;	B. <b>Council</b> Delegates-at- <del>Large</del> <b>large</b> selected pursuant to Article I, Section 4.B;	B. Council Delegates-at-large selected pursuant to Article I, Section 4.B;	
C. the Officers of the Council as defined in Article IV, 1;	C. the Officers of the Council, as defined in Article IV, <b>Section 1;</b>	C. the Officers of the Council, as defined in Article IV, Section 1;	
D. Members-at-Large of the Board of Directors; and	D. Members-at-Large of the Board of Directors, <b>as defined in Article V, Section 2;</b> and	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.	E. the <del>C</del> chair and members of the Nominating Committee, <b>as defined in Article II, Section 1.</b>	E. the chair and members of the Nominating Committee, as defined in Article II, Section 1.	

**Article I - THE COUNCIL (continued)**

**Section 4. DELEGATES – A., (1), (2), (3), (4)**

Current Wording	Proposed Revision	New Wording	Rationale
<p>DELEGATES.</p> <p>A. Selection of Delegates from Service Units. Each Service Unit is entitled to select, by any means:</p>	<p><b>COUNCIL</b> DELEGATES.</p> <p>A. Selection of <b>Council</b> Delegates from Service Units. Each Service Unit is entitled to select, by any means <b>it determines, the following delegates and alternate delegates to the Council (“Council Delegates” and “Alternate Council Delegates,” respectively):</b></p>	<p>COUNCIL DELEGATES.</p> <p>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):</p>	<p><i>Clarified the term Council delegates and Alternate Council Delegates</i></p>
<p>(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</p> <p>(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.</p>	<p>(1) one <del>delegate</del> <b>Council Delegate</b> and one <del>alternate for the first 200 or fewer girl members</del> <b>Council Alternate if 1 to 200 girls were</b> registered in that Service Unit <del>as of the close of business</del> <b>on September 30 of the preceding calendar year;</b></p> <p>(2) <b>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;</b></p> <p>(3) <b>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;</b> and</p> <p>(4) <del>(2) one delegate and one alternate for each additional increment of 200 girl members</del> <b>four Council Delegates and one alternate if more than 600 girls were registered in that Service Unit as of the close of business on September 30 of the preceding calendar year.</b></p>	<p>(1) one Council Delegate and one Council Alternate if 1 to 200 girls were registered in that Service Unit on September 30 of the preceding calendar year;</p> <p>(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;</p> <p>(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</p> <p>(4) four Council Delegates four Council Alternate if more than 600 girls were registered in that Service Unit on September 30 of the preceding calendar year.</p>	<p><i>Clarified number of delegates and alternates each Service Unit may have; conforms to current GSCNC practice</i></p>

<b>Article I - THE COUNCIL (continued)</b>			
<b>Section 4. DELEGATES – B, C, D, E</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
B. Selection of Delegates-at-Large. The Board of Directors may appoint 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 percent of the total number of delegates from Service Units.	B. Selection of <b>Council</b> Delegates-at-Large. The Board of Directors may appoint <b>Council</b> Delegates-at- <del>Large</del> <b>large</b> from the Council at large. The number of <b>Council</b> Delegates-at- <del>Large</del> <b>large</b> is <b>determined</b> at the Board of Directors’ discretion, but cannot exceed 3 percent of the total number of <del>delegates</del> <b>Council</b> Delegates from Service Units.	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.	<i>Conformed use of defined terms, and cross-referenced sections where definitions are set forth; minor grammatical changes</i>
C. Term of Delegates. Delegates are selected on or before June 30 to serve for a term of one year and until successors are selected and take office. Delegates are entitled to serve no more than four consecutive terms. A Delegate’s term begins the first day of the fiscal year following the Annual Meeting, 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.	C. Term of <b>Council</b> Delegates. <b>Council</b> Delegates are selected on or before June 30 to serve for a term of one year and until successors are selected and take office. <del>Delegates are entitled to serve no more than four consecutive terms.</del> A <b>Council</b> Delegate’s term begins the first day of the fiscal year following the Annual Meeting <b>(as defined in Article I, Section 6.A)</b> , unless <del>the</del> <b>Council</b> Delegate is absent from a regular or special meeting of the Council, in which case <del>the</del> <b>such</b> <b>Council</b> Delegate’s term expires immediately upon <del>the</del> <b>such</b> <b>Council</b> Delegate’s absence.	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 selected and take office. 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. An Alternate from the same Service Unit will fill the unexpired term of a Delegate.	<del>D. An</del> <b>Alternate Council Delegates’ Service.</b> A <b>Council</b> Alternate from the same Service Unit will fill the unexpired term of a <b>Council</b> Delegate <b>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.</b>	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 Delegates. Delegates represent the membership at all regular and special Council meetings.	E. Responsibilities of <b>Council</b> Delegates. <b>Council</b> Delegates represent the membership at all regular and special Council meetings.	E. Responsibilities of Council Delegates. Council Delegates represent the membership at all regular and special Council meetings.	

<b>Article I - THE COUNCIL (continued)</b>			
<b>Section 5. RESPONSIBILITIES OF VOTING MEMBERS – A, (4)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
Voting Members of the Council elect:	Voting Members <del>of the Council</del> elect:	Voting Members elect:	<i>Conformed use of defined terms, and cross-referenced sections where definitions are set forth; established definition of Bylaws</i>
(4) the Delegates and Alternate Delegates to the National Council of Girl Scouts of the United States of America (Girl Scouts of the USA or GSUSA).	(4) the <b>National</b> Delegates and Alternate <b>National</b> Delegates <del>to the National Council of Girl Scouts of the United States of America (Girl Scouts of the USA or GSUSA)</del> <b>(as defined in Article II, Section 6.B)</b> .	(4) the National Delegates and Alternate National Delegates (as defined in Article II, Section 6.B).	
<b>Section 5. RESPONSIBILITIES OF VOTING MEMBERS – B, (1), (2), (4)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
B. Voting Members of the Council:	B. <b>In addition</b> , Voting Members <del>of</del> <b>have</b> the <del>Council</del> <b>power to</b> :	B. In addition, Voting Members have the power to:	<i>Conformed use of defined terms, and cross-referenced sections where definitions are set forth; established definition of Bylaws</i>
(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;	(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 <b>Directors</b> ;	(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 Bylaws;	(2) amend the Articles of Incorporation and <b>these</b> Bylaws <b>(as they may be amended or amended and restated from time to time, the “Bylaws”)</b> ;	(2) amend the Articles of Incorporation and these Bylaws (as they may be amended or amended and restated from time to time, the “Bylaws”);	
(4) conduct other business that may come before the voting members.	(4) conduct other business that may come before the <del>v</del> Voting <del>m</del> Members.	(4) conduct other business that may come before the Voting Members.	
<b>Section 5. RESPONSIBILITIES OF VOTING MEMBERS - C</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
C. 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 as a member is entitled to submit a proposal.	C. Proposals for business to be considered at the Annual Meeting must be submitted to the President no later than <del>February 1, 60 days prior to the date of the Annual Meeting</del> <b>60 days prior to the date of the Annual Meeting</b> for consideration by the Board of Directors or the appropriate committee appointed by the President. Any <b>Council</b> Delegate, group, or individual active in the Girl Scout movement and registered through the Council as a member is entitled to submit a proposal.	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.	<i>Changed deadline for submission of proposals to be considered at Annual Meeting from Feb. 1 to 60 days before Annual Meeting</i>

**Article I - THE COUNCIL (continued)**

**Section 6. ANNUAL MEETING OF THE COUNCIL - A, B**

Current Wording	Proposed Revision	New Wording	Rationale
<p>A. The Council holds a meeting of the members once each year in April, at a time and place determined by the Board of Directors. The April meeting constitutes the Annual Meeting.</p>	<p>A. The Council holds <del>an annual</del> meeting of the members (“Annual Meeting”) once each year <del>in April</del> during the third or fourth quarter of the Council’s fiscal year, at a time and place determined by the Board of Directors. The <del>April meeting constitutes the date of</del> 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.</p>	<p>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.</p>	<p><i>Established definition of Annual Meeting; conformed use of defined terms</i></p> <p><i>Provided flexibility for date of Annual Meeting (any time in 3<sup>rd</sup> or 4<sup>th</sup> quarter of fiscal yr., instead of April); required announcement of date of Annual Meeting at prior Annual Meeting; and established procedures to announce date changes</i></p>
<p>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 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.</p>	<p>B. The Council must give notice of the time, place, and agenda of the <del>meeting</del> Annual Meeting, together with the slate of nominees for all offices or positions to be filled under <del>these</del>the Bylaws. Notice must be given personally, or mailed, <del>emailed</del>, or sent by other electronically transmitted means, ensuring appropriate notification to each <del>member of the Council</del> Voting Member not more than <del>forty-five</del>60 days and not less than <del>twenty-five</del>14 days before the meeting.</p>	<p>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.</p>	<p><i>Provided that Annual Meeting may be held virtually</i></p>



<b>Article I - THE COUNCIL (continued)</b>			
<b>Section 7. SPECIAL MEETING OF THE COUNCIL</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<p>The President may call a special meeting of the Council for any purpose, with the approval of a majority 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 30 days following completion of the actions stated above calling 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 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.</p>	<p><del>The President may call a</del> special meeting of the Council (a "Special Meeting") <del>may be called by the President</del> for any purpose, with the approval of a majority of the members of the Board of Directors, <del>or</del> 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. <del>The special meeting</del>Any Special Meeting must be held no later than 30 days following completion of the <del>actions stated above</del> calling of the <del>s</del>Special mMeeting. At a <del>s</del>Special mMeeting, 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 <del>the meeting</del>any Special Meeting. Notice must be given personally, or mailed, <del>emailed</del>, or sent by other electronically transmitted means, ensuring appropriate notification to each <del>member of the Council</del>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.</p>	<p>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.</p>	<p><i>Provided that Special Meetings may be held virtually</i></p> <p><i>Added that a Special Meeting shall be called by President at the request of a majority of the Board</i></p> <p><i>Grammatical changes; conformed use of defined terms</i></p>
<b>Section 8. QUORUM</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<p>To constitute a quorum for the transaction of business and notwithstanding any provision to the contrary in the Virginia Nonstock Corporation Act, 51 percent of the Council Voting Members must be present in person, with a majority of the Service Units represented.</p>	<p>To constitute a quorum for the transaction of business <del>at any Annual Meeting or Special Meeting</del>, and notwithstanding any provision to the contrary in the Virginia Nonstock Corporation Act, 51 percent of the <del>Council</del> Voting Members must be present in person (subject to Article 1, Section 10, below), with a majority of the Service Units represented.</p>	<p>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.</p>	<p><i>Conformed use of defined terms; cross-referenced section permitting virtual attendance at Annual and Special Meetings</i></p>

**Article I - THE COUNCIL (continued)**

**Section 9. VOTING**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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 or voting by electronic instrument 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 Voting Members present in person and voting.</p>	<p>Each Voting Member present in person <i>(subject to Article 1, Section 10 below)</i> at the Annual Meeting or any Special Meeting is entitled to one vote. No <del>member</del> 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 <del>is not permitted; however,</del> voting by electronic instrument <i>or online voting platform or software</i> is <del>not</del> allowed <i>at all meetings, including virtual meetings or meetings held by remote means.</i> A person <del>wins an election with</del> <i>shall be elected by</i> 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 <i>(subject to Article 1, Section 10 below)</i> and voting.</p>	<p>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.</p>	<p><i>Provided for voting by online voting platform or electronic instrument to facilitate remote and virtual meetings and reiterated that voting by proxy is not permitted</i></p> <p><i>Cross-referenced section permitting virtual attendance at Annual and Special Meetings; minor grammatical changes</i></p>



<b>Article I - THE COUNCIL (continued)</b>			
<b>Section 10. REMOTE PARTICIPATION (new section)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	
<b>NEW SECTION</b>	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.	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.	<i>Added a new section that provides the conditions under which the Board may provide for remote participation at in-person or virtual meetings of the Council consistent with the requirements of the VA Nonstock Corporation Act and clarified that remote participation constitutes “presence in person” for all purposes under the Bylaws</i>
<b>Article II - NOMINATING COMMITTEE</b>			
<b>Section 1. COMPOSITION</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
The Nominating Committee of the Council is an advisory committee consisting 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.	The Nominating Committee of the Council (the “Nominating Committee”) is an advisory committee consisting of nine members, at least two of whom are elected from among the members of the Board of Directors and at least five of who are <del>non-</del> not members of the Board Members of Directors.	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.	<i>Established definition of Nominating Committee; conformed use of defined terms; minor grammatical changes</i>

<b>Article II - NOMINATING COMMITTEE (continued)</b>			
<b>Section 2. ELECTION AND TERM OF MEMBERS - A, B</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
A. Voting Members of the 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.	A. Voting Members <del>of the Council</del> elect members of the Nominating Committee for a term of three years <del>each</del> or until successors are elected and their terms commence. After expiration of the term, <del>of a member of the Nominating Committee, such member</del> is not eligible for Nominating Committee membership until three years have lapsed.	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.	<i>Conformed use of defined terms; minor grammatical changes</i>
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.	B. <del>Terms</del> The term of office <del>begin</del> of each Nominating Committee member begins on the first day of the fiscal year following the Annual Meeting at which <del>the elections are held</del> 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.	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.	
<b>Section 3. VACANCIES OF MEMBERS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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.	The Board of Directors has the power to fill, by appointment, <del>vacancies</del> 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 <del>the</del> such fiscal year, the Council must fill, by election, the remaining unexpired term of any member.	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.	<i>Minor grammatical changes</i>

<b>Article II - NOMINATING COMMITTEE (continued)</b>			
<b>Section 4. ELECTION AND TERM OF CHAIR</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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 meeting of the fiscal year, or at another time as directed by the Board. The Chair 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. If not currently a member of the Board of Directors, the Chair is ex-officio a member of the Board.	Subject to the approval of the Board of Directors, the President appoints the <del>Chair</del> chair of the Nominating Committee from among the members of the Nominating Committee at the first regular Board of <del>of</del> Directors meeting of the fiscal year, or at another time as directed by the Board of <del>of</del> Directors. The <del>Chair</del> 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 <del>Chair</del> chair of the Nominating Committee. If not currently a member of the Board of Directors, the <del>Chair</del> chair of the Nominating Committee is an ex-officio a member of the Board of Directors.	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.	<i>Conformed use of defined terms</i>
<b>Section 5. VACANCY OF CHAIR</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<b>VACANCY OF CHAIR.</b> If the position of Chair 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.	<b>VACANCY OF NOMINATING COMMITTEE CHAIR.</b> If the position of <del>Chair</del> 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.	<b>VACANCY OF NOMINATING COMMITTEE CHAIR.</b> 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.	<i>Conformed use of defined terms</i>

<b>Article II - NOMINATING COMMITTEE (continued)</b>			
<b>Section 6. RESPONSIBILITIES - B. (1), (2)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<p>B. At the Annual Meeting of the Council held in the calendar year of the regular meeting of the National Council of Girl Scouts of the USA, the Nominating Committee presents to the Voting Members:</p> <p>(1) a single slate of nominees for Delegates to the National Council; and</p> <p>(2) a single slate of nominees for Alternate Delegates to fill vacancies among the Delegates.</p>	<p>B. At the Annual Meeting <del>of the Council</del> held in the calendar year <del>of</del><del>before</del> the regular meeting of the National Council of Girl Scouts of the <del>USA</del> <del>United States of America</del> (“<del>Girl Scouts of the USA</del>” or “<del>GSUSA,</del>” and such meeting, the “<del>National Council Session</del>”), the Nominating Committee presents to the Voting Members:</p> <p>(1) a single slate of nominees for- <del>D</del>delegates to the National Council of Girl Scouts <del>of the USA</del> (“<del>National Delegates</del>”); and</p> <p>(2) a single slate of nominees for <del>A</del><del>alternate-</del><del>D</del>delegates to fill vacancies among the <del>National Delegates</del> (“<del>Alternate National Delegates</del>”).</p>	<p>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:</p> <p>(1) a single slate of nominees for delegates to the National Council of Girl Scouts of the USA (“National Delegates”); and</p> <p>(2) a single slate of nominees for alternate delegates to fill vacancies among the National Delegates (“Alternate National Delegates”).</p>	<p><i>Conformed use of defined terms; and established definitions of GSUSA, National Council Session, National Delegates, and Alternate National Delegates</i></p>
<b>Section 6. RESPONSIBILITIES - C</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<p>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 (7) 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.</p>	<p>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 <del>(7)</del> 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.</p>	<p>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.</p>	<p><i>Minor grammatical change</i></p>

Article II - NOMINATING COMMITTEE (continued)			
Section 7. QUORUM			
Current Wording	Proposed Revision	New Wording	Rationale
<p><b>QUORUM.</b> Five members of the committee must be present to constitute a quorum for the transaction of business.</p>	<p><b>QUORUM; REMOTE PARTICIPATION.</b> Five members of the <del>committee</del> 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.</p>	<p><b>QUORUM; REMOTE PARTICIPATION.</b> 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.</p>	<p><i>Provided that the chair of the Nominating Committee may permit members to participate in meetings virtually</i></p> <p><i>Conformed use of defined terms</i></p>
Section 8. REMOVAL and A			
Current Wording	Proposed Revision	New Wording	Rationale
<p><b>REMOVAL.</b> 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 Voting Members present in person and voting:</p> <p>A. at a meeting of the Council called expressly for that purpose, or</p>	<p><b>REMOVAL.</b> Voting Members <del>of the Council</del> have the power to remove a member of the <del>Council</del> Nominating Committee, including the <del>Chair</del> 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:</p> <p>A. at a <del>meeting</del> Special Meeting of the Council called expressly for that purpose, or</p>	<p><b>REMOVAL.</b> 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:</p> <p>A. at a Special Meeting of the Council called expressly for that purpose, or</p>	<p><i>Conformed use of defined terms; cross-referenced section permitting virtual attendance</i></p>

<b>Article III - PARTIAL TERMS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
A person who has served more than half a term in an office as that specific term is described in these 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.	A person who has served more than half a term in an office as that specific term is described in <del>these</del> <sup>the</sup> 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.	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.	<i>Minor grammatical change</i>
<b>Article IV - THE OFFICERS</b>			
<b>Section 1. NUMBERS AND TITLES and A</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<b>NUMBERS AND TITLES.</b> The seven Officers of the Council are:  A. President, who is also Chair of the Board of Directors,	<b>NUMBERS AND TITLES.</b> The seven <del>O</del> officers of the Council (“Officers of the Council”) are:  A. President, who is also <del>C</del> chair of the Board of Directors ( <del>the</del> “President” or “Chair”),	<b>NUMBERS AND TITLES.</b> 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”),	<i>Established definitions of Officers of the Council, Chair, and President</i>
<b>Section 2. ELECTION AND TERM - A</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
All Officers are elected by the Voting Members of the Council for concurrent terms of three years, and until their successors are elected. 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.	All Officers <del>of the Council</del> are elected by the Voting Members <del>of the Council</del> 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.	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.	<i>Conformed use of defined terms</i>



**Article IV - THE OFFICERS (continued)**

**Section 3. VACANCIES - B**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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 Annual Meeting before the end of the fiscal year, the Council will fill by election the unexpired term.</p>	<p>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 <del>next</del> Annual Meeting <del>before the end of the fiscal year</del> following such appointment, the <del>Council</del> Voting Members will fill the vacancy by election of a nominee for the unexpired term.</p>	<p>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.</p>	<p><i>Grammatical changes; conformed use of defined terms</i></p>

**Section 4. RESPONSIBILITIES - A**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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.</p>	<p>The President is the principal Officer of the Council, and calls and presides at all meetings of the Council and 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.</p>	<p>The President is the principal Officer of the Council, and calls and presides at all meetings of the Council and 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.</p>	<p><i>Clarified that the President serves as Chair of the Board of Directors, consistent with current practice</i></p> <p><i>Grammatical changes; conformed use of defined terms</i></p>

<b>Article IV - THE OFFICERS (continued)</b>			
<b>Section 4. RESPONSIBILITIES – B. (1), (2)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
(1) the First Vice President performs the duties of the President if resident is absent, and assists with the President's work as the President directs;	(1) the First Vice President performs the duties of the President if <del>the</del> President is absent, and assists with the President's work as the President directs;	(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;	<i>Grammatical changes; conformed use of defined terms</i>
(2) the Second (Field) Vice President coordinates the work of the delegates and forums, and performs other duties as the President directs; and	(2) the Second (Field) Vice President coordinates the work of the <del>delegates</del> Council Delegates and forums (as described in Article VIII, Section 1), and performs other duties as the President directs; and	(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	
<b>Section 4. RESPONSIBILITIES – C, (2)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
C. The Secretary records the minutes of meetings of the Council and Board of Directors. The Secretary is responsible for:	C. The Secretary records the minutes of meetings of the Council and <del>the</del> Board of Directors. The Secretary is responsible for:	C. The Secretary records the minutes of meetings of the Council and the Board of Directors. The Secretary is responsible for:	<i>Grammatical changes; conformed use of defined terms</i>
(2) ensuring that notices of all Annual and Board meetings are issued, and	(2) ensuring that notices of all Annual <del>Meetings</del> and Board of Directors meetings are issued; and	(2) ensuring that notices of all Annual Meetings and Board of Directors meetings are issued; and	
<b>Section 5. REMOVAL and A</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
Voting Members of the Council have the power to remove an Officer, with or without cause, by a two-thirds vote of Voting Members present in person and voting:	Voting Members <del>of the Council</del> have the power to remove an Officer <del>of the Council</del> , with or without cause, by a two-thirds vote of Voting Members present in person (subject to Article 1, Section 10) and voting:	Voting Members have the power to remove an Officer <del>of the Council</del> , with or without cause, by a two-thirds vote of Voting Members present in person (subject to Article 1, Section 10) and voting:	<i>Conformed use of defined terms; cross-referenced section permitting virtual attendance</i>
A. at a meeting of the Council called expressly for that purpose, or	A. at a <del>meeting</del> Special Meeting of the Council called expressly for that purpose, or	A. at a <del>Special Meeting</del> of the Council called expressly for that purpose, or	

<b>Article V – BOARD OF DIRECTORS</b>			
<b>Section 1. COMPOSITION – A. (1), (2), (3) and B</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
A. The Board of Directors consists of:	A. The Board of Directors <b>of the Council (the “Board of Directors”)</b> consists of:	A. The Board of Directors of the Council (the <b>“Board of Directors”</b> ) consists of:	<i>Established definition of Board of Directors; minor grammatical changes</i>
(1) the Officers of the Council, as defined in Article IV, 1;	(1) the Officers of the Council, as defined in Article IV, <b>Section 1</b> ;	(1) the Officers of the Council, as defined in Article IV, Section 1;	
(2) twenty-one Members-at-Large serving three-year terms; and	(2) twenty-one Members-at-Large <b>of the Board of Directors</b> serving three-year terms; and	(2) twenty-one Members-at-Large of the Board of Directors serving three-year terms; and	
(3) two Members-at-Large serving a one-year term.	(3) two Members-at-Large <b>of the Board of Directors</b> serving <b>a</b> one-year terms.	(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 a member of the Board of Directors.	B. The <del>Chair</del> <b>chair</b> of the Nominating Committee, if not otherwise elected to the Board of Directors, is an ex-officio <b>a</b> member of the Board of Directors.	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.	
<b>Section 2. ELECTION AND TERM. A, B</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<b>NEW SECTION</b>	<b>Members of the Board of Directors, other than the Officers of the Council, are “Members-at-Large of the Board of Directors.”</b>	Members of the Board of Directors, other than the Officers of the Council, are <b>“Members-at-Large of the Board of Directors.”</b>	<i>Established definition of Members-at-Large of the Board of Directors; conformed use of defined terms; minor grammatical changes</i>
A. Voting Members of the Council shall elect twenty-one Members-at-Large for a term of three years and until their successors are elected. These Members-at-Large serve for no more than two consecutive terms.	A. Voting Members <del>of the Council</del> shall elect twenty-one Members-at-Large <b>of the Board of Directors</b> for a term of three years <b>each</b> and until their successors are elected <b>and their terms commence</b> . These Members-at-Large <b>of the Board of Directors</b> serve for no more than two consecutive terms.	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. The two Members-at-Large elected for one-year terms are reserved for girl members of the corporation to serve for one year and until successors are elected.	B. <del>The</del> <b>Voting Members</b> shall also elect two Members-at-Large <del>elected for one-year terms are reserved for</del> <b>of the Board of Directors who shall be</b> girl members of the <del>corporation to</del> <b>Council and who shall</b> serve for one-year terms and until <b>their</b> successors are elected <b>and their terms commence</b> .	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.	

**Article V – BOARD OF DIRECTORS (continued)**

**Section 2. ELECTION AND TERM. C**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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.</p>	<p>The term of office <b>for Members-at-Large of the Board of Directors</b> begins on the first day of the fiscal year following the Annual Meeting at which the elections <b>of such Members-at-Large of the Board of Directors</b> are held. Regardless of the number of consecutive terms any person has served as <b>a Member-at-Large</b>, that person is eligible to be a member of the Board <b>of Directors</b> when serving as an Officer or as <del>Chair</del><b>chair</b> of the Nominating Committee.</p>	<p>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.</p>	<p><i>Established definition of Members-at-Large of the Board of Directors; conformed use of defined terms; minor grammatical changes</i></p>

**Section 3. VACANCIES**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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.</p>	<p>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 <del>board</del> <b>members of the Board of Directors</b> then in office, even if the number of remaining <del>board</del> <b>members of the Board of Directors</b> is less than a quorum. Votes to fill vacancies <b>on the Board of Directors</b> must be held at a special meeting <b>of the Board of Directors</b> called for that purpose or any regular meeting of the Board <b>of Directors</b>. Vacancies among Officers <b>of the Council</b> are filled in accordance with Article IV, Section 3. A vacancy in the office of <del>Chair</del><b>chair</b> of the Nominating Committee is filled in accordance with Article II, Section 5.</p>	<p>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.</p>	<p><i>Conformed use of defined terms</i></p>

<b>Article V – BOARD OF DIRECTORS (continued)</b>			
<b>Section 4. RESPONSIBILITIES AND ACCOUNTABILITIES – A, C, D</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
The affairs of the Council are managed by a Board of Directors. The Board of Directors is accountable to the:	The affairs of the Council are managed by <del>athe</del> Board of Directors. The Board of Directors is accountable to the:	The affairs of the Council are managed by the Board of Directors. The Board of Directors is accountable to the:	<i>Minor grammatical changes</i>
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;	A. <del>elected</del> membership for managing the affairs of the Council, and must manage those affairs with due regard for the views of the Council membership;	A. membership for managing the affairs of the Council, and must manage those affairs with due regard for the views of the Council membership;	
C. state or Commonwealth in which it is incorporated, for adhering to corporate law; and	C. state or Commonwealth in which it is incorporated, for adhering to <del>applicable</del> corporate law; and	C. state or Commonwealth in which it is incorporated, for adhering to applicable corporate law; and	
D. federal government in matters relating to legislation affecting non-profit and non- stock organizations.	D. federal government in matters relating to <del>legislation</del> <del>applicable law</del> affecting non-profit and non- stock organizations.	D. federal government in matters relating to applicable law affecting non-profit and non- stock organizations.	
<b>Section 5. REGULAR MEETINGS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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.	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 <del>the</del> <del>each</del> meeting must be given personally, or mailed, <del>emailed</del> , or <del>sent by other</del> electronically transmitted <del>means</del> , ensuring appropriate notification to each Board Member not less than seven days before the meeting.	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.	<i>Permits the use of email to provide notice of board meetings</i>  <i>Minor grammatical changes</i>

<b>Article V - BOARD OF DIRECTORS (continued)</b>			
<b>Section 6. SPECIAL MEETINGS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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.	The President has the power to call a special meeting <b>of the Board of Directors</b> with the approval of a majority of the members of the Board of Directors <del>or</del> , <b>and shall call such a special meeting</b> upon written request of a majority of the members of the Board <b>of Directors</b> . At a special meeting, the Board <b>of Directors</b> has the power to transact only that business for which the <b>special</b> meeting has been called, and no other business. Notice of the time, place, and purpose of <del>the</del> <b>any special</b> meeting must be mailed, <b>emailed</b> , or <b>sent by other</b> electronically transmitted <b>means</b> , 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.	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.	<i>Conformed use of defined terms; minor grammatical changes</i>
<b>Section 7. REMOTE PARTICIPATION (NEW SECTION)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<b>NEW SECTION</b>	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.	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.	<i>Added Section authorizing President to permit members of the Board to participate in Board meetings virtually</i>



<b>Article V - BOARD OF DIRECTORS (continued)</b>			
<b>Section 8. QUORUM</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
7. QUORUM. A majority of all members of the Board of Directors present in person shall constitute a quorum for the transaction of business at any duly called special or regular meeting.	<del>7</del> 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.	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.	<i>Clarified that virtual participation counts for purpose of establishing a quorum Cross-referenced section permitting remote participation</i>
<b>Section 9. REMOVAL</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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 her or his 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 Voting Members present in person and voting at a meeting of the Council called expressly for that purpose or at an Annual Meeting.	<del>8</del> 9. REMOVAL. Any <del>board</del> member of the Board of Directors who is absent from three <del>(3)</del> consecutive board meetings in their entirety without good cause acceptable to the Chair <del>of the Board</del> , in her or his sole discretion, can be removed from the Board of Directors by a majority vote of the members of the Board <del>Members</del> 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 <del>board</del> 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 <del>meeting</del> 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).	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).	<i>Conformed use of defined terms; added parentheses referencing remote participation</i>

**Article VI - COMMITTEES**

**Section 1. ESTABLISHMENT**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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. Advisory committees and task groups that have members who are not on the Board of Directors shall not exercise any authority of the Board of Directors.</p>	<p>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 <del>Committee</del>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.</p>	<p>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.</p>	<p><i>Minor wording changes ad conformed use of defined terms</i></p>

**Section 2. APPOINTMENT AND TERM OF CHAIRS**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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 last 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.</p>	<p><del>Subject to the approval of the</del>The Board of Directors, <del>the President</del> appoints the <del>Chair</del>chair of any committee or task group upon the recommendations of the President. Appointments of committee or task group <del>Chairs</del>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.</p>	<p>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.</p>	<p><i>Minor wording changes ad conformed use of defined terms</i></p>

<b>Article VI – COMMITTEES (continued)</b>			
<b>Section 3. VACANCIES OF COMMITTEE CHAIRS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
Vacancies are filled at any regular meeting of the Board by following the procedure in Article VI, Section 2.	Vacancies <b>of the chairs of any committees</b> are filled at any regular meeting of the Board <b>of Directors</b> by following the procedure in Article VI, Section 2.	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.	<i>Minor wording changes ad conformed use of defined terms</i>
<b>Section 4. APPOINTMENT AND TERM OF COMMITTEE MEMBERS</b>			
Unless otherwise set forth in these Bylaws, 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 of the committee for a term of one year and until their successors are elected, unless otherwise determined by the Board of Directors.	Unless otherwise set forth in <del>these</del> <b>the</b> Bylaws, after consultation with the <del>Chair</del> <b>chairs</b> of the respective committees or task groups, <b>the Board of Directors upon recommendation of the President</b> <del>nominates</del> <b>appoints</b> the <del>committee or task group</del> members <b>of committees and task groups</b> . The <del>Board of Directors appoints the</del> members of <del>the committee</del> <b>committees and task groups are appointed</b> for a term of one year and until their successors are elected <b>and their terms commence</b> , unless otherwise determined by the Board of Directors.	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.	<i>Minor wording changes ad conformed use of defined terms</i>
<b>Section 5. REMOTE PARTICIPATION (NEW SECTION)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<b>NEW SECTION</b>	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.	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.	<i>Added Section authorizing the chair of any committee to permit members of the committee to participate in meetings virtually</i>

<b>Article VII – CHIEF EXECUTIVE OFFICER</b>			
<b>Section 1. APPOINTMENT</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
The Chief Executive Officer is the chief staff administrator, appointed by the Board on the recommendation of the President, to serve at the pleasure of the Board.	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.	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.	<i>Conformed use of defined terms</i>
<b>Article VIII – POLICY INFLUENCING</b>			
<b>Section 2. PARTICIPANTS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
While most attendees at forums will be Delegates, forums are open to any member as described in Article I, Section 2.	While most attendees at forums will be Council Delegates, forums are open to any member as described in Article I, Section 2.	While most attendees at forums will be Council Delegates, forums are open to any member as described in Article I, Section 2.	<i>Conformed use of defined terms</i>
<b>Section 3. RESPONSIBILITIES – A, B, (1), (2), (4), (6)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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.	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.	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.	<i>Conformed use of defined terms</i>
B. Delegates are responsible to:	B. Council Delegates are responsible to:	B. Council Delegates are responsible to:	
(1) serve in an advisory capacity to the Board;	(1) serve in an advisory capacity to the Board of Directors;	(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;	(2) consider proposed plans, policies and other matters referred to them by the Board of Directors;	(2) consider proposed plans, policies and other matters referred to them by the Board of Directors;	
(4) present the views of the Service Units and the Council membership to the Board;	(4) present the views of the Service Units and the Council membership to the Board of Directors;	(4) present the views of the Service Units and the Council membership to the Board of Directors;	
(6) perform other duties as delegated by the Board.	(6) perform other duties as delegated by the Board of Directors.	(6) perform other duties as delegated by the Board of Directors.	

**Article VIII – POLICY INFLUENCING (continued)**

**Section 4. REGULAR MEETINGS**

Current Wording	Proposed Revision	New Wording	Rationale
<p>The Board of Directors must call a minimum of one forum per year in 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 Delegate, ensuring appropriate notification at least thirty days before the forum.</p>	<p>The Board of Directors must call a minimum of one forum per year in <b>each of</b> 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 <b>Council</b> Delegate, ensuring appropriate notification at least thirty days before <del>the</del><b>each</b> forum.</p>	<p>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.</p>	<p><i>Minor wording changes and conformed use of defined terms</i></p>

**Article IX – NATIONAL COUNCIL DELEGATES**

**Section 1. ELECTION**

Current Wording	Proposed Revision	New Wording	Rationale
<p>Voting Members of the Council elect Delegates and Alternate Delegates to the National Council of Girl Scouts of the USA at the Annual Meeting held in the calendar year of the regular meeting of the National Council of Girl Scouts of the USA. 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 USA, 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.</p>	<p>Voting Members of the Council elect <b>National</b> Delegates and Alternate <b>National</b> Delegates <del>to the National Council of Girl Scouts of the USA</del> at the Annual Meeting held in the calendar year <del>of preceding the regular meeting</del><b>calendar year of the National Council Session</b> of the National Council of Girl Scouts of the USA. <b>National</b> Delegates and Alternate <b>National</b> 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 <del>were</del><b>are</b> elected or until successors are elected. <b>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.</b> The President and the Board of Directors have the power to fill vacancies from among the Alternate <b>National</b> Delegates until the next meeting of the Council.</p>	<p>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. <b>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.</b> 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.</p>	<p><i>Adds a new requirement that National Delegates and Alternates are to be elected in the calendar year preceding the National Council Session to comply with GSUSA bylaw change made at the National Council Session in Oct 2020</i></p> <p><i>Clarified that 7 National Delegate spots will be reserved for the incoming Officer team</i></p> <p><i>Minor wording changes and conformed use of defined terms</i></p>

<b>Article IX – NATIONAL COUNCIL DELEGATES (continued)</b>			
<b>Section 2. RESPONSIBILITY</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
National Council Delegates are responsible to the Council. It is their duty to represent the Council at National Council Meetings.	National <del>Council</del> Delegates are responsible to the Council. It is their duty to represent the Council at <del>Girl Scouts of the USA National Council Meetings</del> meetings.	National Delegates are responsible to the Council. It is their duty to represent the Council at Girl Scouts of the USA National Council meetings.	<i>Conformed use of defined terms</i>
<b>Article X – FINANCE</b>			
<b>Section 1. FISCAL YEAR</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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 October 1 through September 30.	The Board of Directors <del>shall be</del> 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.	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.	<i>Minor grammatical changes</i>
<b>Section 5. APPROVAL OF EXPENDITURES (NEW AND REVISED)</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
APPROVAL OF EXPENDITURES. All expenses of the Council of \$7,500 or more shall require prior to payment 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.	APPROVAL OF EXPENDITURES AND REAL PROPERTY ACQUISITIONS. <del>All</del>  A. Operating Expenses. Prior to payment, all operating expenses of the Council of \$7,500 or more shall require <del>prior to payment</del> 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. <del>All</del>	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.	<i>See next page for rationale</i>



**Article X – FINANCE (continued)**

**Section 5. APPROVAL OF EXPENDITURES (NEW AND REVISED)**

Current Wording	Proposed Revision	New Wording	Rationale
<p>NEW SECTION</p>	<p>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.</p>	<p>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.</p>	<p><i>Changed authority for approval of expenditures, so that (i) expenditures of \$7500 or more require approval of CEO (or her designee) and Treasurer or Asst Treasurer (or Treasurer's designee), (ii) expenditures of less than \$7500 require approval of Dept. Manager, supervisor, and Controller, and (iii) all real property acquisitions and dispositions require unanimous approval of the Officers (which may be by written consent) AND approval of Board if over \$500,000.</i></p>
<p>All expenses of the Council less than \$7,500 shall require approval prior to payment by Department Managers, their Supervisors and the Controller.</p>	<p>C. Expenses Less Than \$7,500. Prior to payment, all operating or capital expenses of the Council less than \$7,500 shall require approval <del>prior to payment</del> by Department Managers, their Supervisors, and the Controller.</p>	<p>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.</p>	
<p>NEW SECTION</p>	<p>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.</p>	<p>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.</p>	

**Article X – FINANCE (continued)**

**Section 6. BONDING**

Current Wording	Proposed Revision	New Wording	Rationale
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 requires.	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 <del>requires</del> <b>may require from time to time</b> .	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.	<i>Minor wording changes</i>

**Section 7. BUDGET**

Current Wording	Proposed Revision	New Wording	Rationale
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.	The Board of Directors must approve the annual budget of estimated income and expenditures <b>of the Council</b> . The Council cannot incur expenses ( <b>operating or capital</b> ) in excess of the total budgetary appropriations without prior approval of the Board of Directors.	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.	<i>Minor wording changes</i>

**Section 8. AUDITS**

Current Wording	Proposed Revision	New Wording	Rationale
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 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.	The Board of Directors must retain an independent certified public accountant to examine the financial accounts of the <del>corporation</del> <b>Council</b> 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.	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.	<i>Conformed use of defined terms</i>

**Article X – FINANCE (continued)**

**Section 9. PROPERTY**

Current Wording	Proposed Revision	New Wording	Rationale
Title of all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.	Title <del>of</del> all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.	Title to all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.	<i>Minor grammatical change</i>

**Section 11. INVESTMENTS**

Current Wording	Proposed Revision	New Wording	Rationale
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.	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 <b>Directors</b> for that purpose.	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.	<i>Conformed use of defined terms</i>

**Article XI – INDEMNIFICATION**

Current Wording	Proposed Revision	New Wording	Rationale
The Council shall indemnify and reimburse all individuals whom it has the authority to indemnify and reimburse and all individuals whom it is mandated to indemnify pursuant to Article 9 of the Virginia Nonstock Corporation Act, Code of Virginia in the manner and to the fullest extent provided therein, against liability incurred in a proceeding in which such individual is a party because the individual is or was a director, officer, employee, agent, or volunteer of the Council.	The Council shall indemnify and reimburse all <b>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</b> individuals whom it has the authority to indemnify and reimburse <b>under any applicable law</b> , and all individuals whom it is mandated to indemnify pursuant to Article 9 of the Virginia Nonstock Corporation Act, <del>Code of Virginia</del> in the manner and to the fullest extent provided therein, against <del>liability incurred in aall</del> <b>expenses and liabilities, including counsel fees, incurred or imposed on such individual in connection with any</b> proceeding <del>into</del> which such individual is a party, <b>or in which such individual may become involved</b> , because the individual is or was a director, officer, employee, agent, or volunteer of the Council.	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.	<i>Conformed use of defined terms, and made clarifying wording changes</i>

**Article XI – INDEMNIFICATION (continued)**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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 a director, officer, employee, agent, or volunteer of the Council in the manner and to the fullest extent provided in section 13.1-878 of the Virginia Nonstock Corporation Act, Code of Virginia. 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 a director, officer, 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.</p> <p>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. The indemnification provision applies to all members of the Governance Advisory Committee</p>	<p>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 <del>a director, officer,</del> <b>an Officer of the Council, Member-at-Large, chair or member of a committee, or Council</b> employee, agent, or volunteer <del>of the Council</del> in the manner and to the fullest extent <del>provided</del> <b>permitted</b> in section 13.1-878 of the Virginia Nonstock Corporation Act, <del>Code</del> <b>or any other applicable provisions of Virginia law</b>. 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 <del>a director, officer,</del> <b>an Officer of the Council, Member-at-Large, chair or member of a committee, or Council</b> 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.</p> <p>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. <del>The</del> <b>For the avoidance of doubt, the</b> indemnification provision applies to all members of the Governance Advisory Committee.</p>	<p>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.</p> <p>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.</p>	<p><i>Conformed use of defined terms, and made clarifying wording changes</i></p>

<b>Article XII – RULES OF ORDER</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
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.	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 <b>in which the Council is incorporated</b> , the <del>a</del> Articles of <del>i</del> ncorporation and <del>the</del> se the Bylaws.	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.	<i>Minor wording changes, and conformed use of defined terms</i>
<b>Article XIII – AMENDMENTS</b>			
<b>Current Wording</b>	<b>Proposed Revision</b>	<b>New Wording</b>	<b>Rationale</b>
<p>The Voting 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 the proposed amendment was included in the notice of the meeting.</p> <p>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; April 19, 2008; April 4, 2009; April 9, 2011; April 5, 2014; and April 21, 2018.</p>	<p>The Voting Members <del>of the Council</del> have the power to amend <del>the</del>se the Bylaws by a two-thirds vote of those present in person <b>(subject to Article I, Section 10)</b> and voting at any meeting of the Council, so long as the proposed amendment was included in the notice of the meeting.</p> <p><del>These revised</del>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; <del>and</del> April 21, 2018; <b>and April 17, 2021.</b></p>	<p>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.</p> <p>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.</p>	<i>Conformed use of defined terms and cross-referenced section permitting virtual attendance</i>

## ARTICLES OF INCORPORATION

TITLE PAGE			
Current Wording	Proposed Revision	New Wording	Rationale
ARTICLES OF INCORPORATION	AMENDED AND RESTATED ARTICLES OF INCORPORATION	AMENDED AND RESTATED ARTICLES OF INCORPORATION	<i>changing name of title page</i>
<b>Article 2</b>			
Current Wording	Proposed Revision	New Wording	Rationale
The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, heerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in the home 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.	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, <b>the workplace, and the world</b> 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.	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.	<i>Updated the responsibilities section to reflect women's place in the workplace and the world at large.</i>
<b>Article 3</b>			
Current Wording	Proposed Revision	New Wording	Rationale
The Council shall exercise any and all of the general powers granted by Section 13.1826 of the Code of Virginia.	The Council shall exercise any and all of the general powers granted by Section <del>13.1826</del> <b>13.1-826</b> of the Code of Virginia.	The Council shall exercise any and all of the general powers granted by Section 13.1-826 of the Code of Virginia.	<i>Writing code correctly</i>



**ARTICLES OF INCORPORATION (continued)**

**Article 4**

Current Wording	Proposed Revision	New Wording	Rationale
<p>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. The voting members of the Council shall be said elected Delegates, the Delegates-at-large, the Officers of the Council, Members-at-Large of the Board of Directors, and the Chairman and members of the Nominating Committee who are not otherwise members of the Council.</p>	<p>The territory served by the Council shall be delineated into geographical subdivisions designated as <b>“Service Units,”</b> the members of which shall, in proportion to their girl membership, elect <del>Delegates-delegates</del> to the Council (<b>“Council Delegates”</b>). The voting members of the Council (<b>“Voting Members”</b>) shall be said elected Council Delegates, <del>the additional</del> Delegates-at-large <del>selected by the Council’s board of directors</del> (<b>“Board of Directors”</b>), the <del>Officers</del> officers of the Council, (<b>“Officers of the Council”</b>), the members of the Board of Directors other than the Officers of the Council (<b>“Members-at-Large of the Board of Directors”</b>), and the <del>Chairman</del> chair and members of the <del>nominating committee of the Council</del> (<b>“Nominating Committee”</b>) who are not otherwise members of the Council.</p>	<p>The territory served by the Council shall be delineated into geographical subdivisions designated as <b>“Service Units,”</b> the members of which shall, in proportion to their girl membership, elect delegates to the Council (<b>“Council Delegates”</b>). The voting members of the Council (<b>“Voting Members”</b>) shall be said elected Council Delegates, additional Delegates-at-large selected by the Council’s board of directors (<b>“Board of Directors”</b>), the officers of the Council (<b>“Officers of the Council”</b>), the members of the Board of Directors other than the Officers of the Council (<b>“Members-at-Large of the Board of Directors”</b>), and the chair and members of the nominating committee of the Council (<b>“Nominating Committee”</b>) who are not otherwise members of the Council.</p>	<p><i>Conformed use of defined terms, and made clarifying wording changes</i></p>

**Article 5**

Current Wording	Proposed Revision	New Wording	Rationale
<p>Members of the Council shall have the rights set forth in the 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.</p>	<p>Members of the Council shall have the rights set forth in the Bylaws <del>of the Council</del> (<b>“Bylaws”</b>). Voting <del>members</del> 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 <del>Delegates</del> delegates and <del>Alternate-Delegates</del> alternate delegates to the National Council of Girl Scouts of the United States of America. (<b>“National Delegates”</b> and <b>“Alternate National Delegates,”</b> respectively).</p>	<p>Members of the Council shall have the rights set forth in the Bylaws of the Council (<b>“Bylaws”</b>). 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).</p>	<p><i>Conformed use of defined terms, and made clarifying wording changes</i></p>

**ARTICLES OF INCORPORATION (continued)**

**Article 6**

Current Wording	Proposed Revision	New Wording	Rationale
<p>The Board of Directors shall consist of the Officers of the Council, Members-at- Large elected by the Council, and the Chairman of the Nominating Committee. The term of office of Members-at-Large shall be three years, except that the term for two Members-at-Large reserved for girl members 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 Directors solely because of their positions as Officers of the Council or as Chairman of the Nominating Committee, shall be the same as their respective terms of office as Officers of the Council or as Chairman 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 shall be by plurality vote of the voting members of the Council 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 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.</p>	<p>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 <del>Chairman</del>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 <del>Chairman</del>chair of the Nominating Committee, shall be the same as their respective terms of office as Officers of the Council or as <del>Chairman</del> 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 <del>voting members of the Council</del>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 <del>Chair</del>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.</p>	<p>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.</p>	<p><i>Conformed use of defined terms, and made clarifying wording changes</i></p>

**ARTICLES OF INCORPORATION (continued)**

**Article 7**

Current Wording	Proposed Revision	New Wording	Rationale
<p>Members-at-Large of the Board of Directors, Officers of the Council and members of the Nominating Committee, including the Chairman 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 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 Chairman of the Nominating Committee. Vacancies on the Board of Directors shall be filled in accordance with procedures established by the Bylaws of the Council. 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.</p>	<p>Members-at-Large of the Board of Directors, Officers of the Council, and members of the Nominating Committee, including the <del>Chairman</del>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 <del>Chairman</del> chair of the Nominating Committee. Vacancies on the Board of Directors shall be filled in accordance with procedures established by the Bylaws <del>of the Council</del>. 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.</p>	<p>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.</p>	<p><i>Conformed use of defined terms, and made clarifying wording changes</i></p> <p><i>Clarifies that presence in person includes remote participation</i></p>

ARTICLES OF INCORPORATION (continued)			
Article 8			
Current Wording	Proposed Revision	New Wording	Rationale
Amendment of the Bylaws of the Council shall be by a two thirds vote of the members present in person 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.	Amendment of the Bylaws of the Council shall be by a two-thirds vote of the <del>members</del> 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.	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.	<i>Clarifies that presence in person includes remote participation</i>
Article 9 (NEW)			
Current Wording	Proposed Revision	New Wording	Rationale
NEW	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 corporation	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 corporation	<i>Permits the Board to act by majority consent if certain requirements are met</i>

**ARTICLES OF INCORPORATION (continued)**

**Article 9 (continued) (NEW)**

Current Wording	Proposed Revision	New Wording	Rationale
<p style="text-align: center;">NEW</p>	<p>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.</p>	<p>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.</p>	<p><i>Permits the Board to act by majority consent if certain requirements are met</i></p> <p><i>Permits withdrawal of the consent of the board member if certain conditions are met.</i></p>

**ARTICLES OF INCORPORATION (continued)**

**Article 10**

Current Wording	Proposed Revision	New Wording	Rationale
<p>9. 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.</p>	<p><b>910.</b> 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.</p>	<p>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.</p>	<p><i>Change in numbering due to addition of new section above</i></p>

**Article 11**

Current Wording	Proposed Revision	New Wording	Rationale
<p>10. 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.</p>	<p><del>10</del><b>11.</b> 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.</p>	<p>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.</p>	<p><i>Change in numbering due to addition of new section above</i></p>