



BYLAWS

Girl Scout Council of the Nation's Capital

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GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL BYLAWS

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GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL BYLAWS

ARTICLE I - THE COUNCIL.

1. **THE CORPORATION.** The name of the corporation is the Girl Scout Council of the Nation's Capital (the "Council"). The Council fulfills the purpose stated in the Articles of Incorporation registered in the Commonwealth of Virginia.
2. **MEMBER ELIGIBILITY.** Individuals age 14 and older are eligible to be members of the Council who are:
 - A. members of the Girl Scout Movement; and
 - B. currently registered through the Council or lifetime members affiliated with the Council.
3. **VOTING ELIGIBILITY.** The following members shall have the right to vote (collectively the "Voting Members"):
 - A. Delegates from Service Units;
 - B. Delegates-at-Large;
 - C. the Officers of the Council as defined in Article IV, 1;
 - D. Members-at-Large of the Board of Directors; and
 - E. the Chair and members of the Nominating Committee.
4. **DELEGATES.**
 - A. Selection of Delegates from Service Units. Each Service Unit is entitled to select, by any means:
 - (1) one delegate and one alternate for the first 200 or fewer girl members registered in that Service Unit as of the close of business on September 30 the preceding year, and
 - (2) one delegate and one alternate for each additional increment of 200 girl members registered in that Service Unit as of the close of business on September 30 the preceding year.
 - B. 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.

- 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.
- D. An Alternate from the same Service Unit will fill the unexpired term of a Delegate.
- E. Responsibilities of Delegates. Delegates represent the membership at all regular and special Council meetings.

5. RESPONSIBILITIES OF VOTING MEMBERS.

- A. Voting Members of the Council elect:
 - (1) the Officers of the Council;
 - (2) the Members-at-Large of the Board of Directors;
 - (3) the members of the Nominating Committee; and
 - (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).
- B. Voting Members of the Council:
 - (1) determine lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board;
 - (2) amend the Articles of Incorporation and Bylaws;
 - (3) take all other action requiring membership vote; and
 - (4) conduct other business that may come before the voting members.
- 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.

6. ANNUAL MEETING OF THE COUNCIL.

- 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.

- 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.
- 7. **SPECIAL MEETINGS OF THE COUNCIL.** 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.
 - 8. **QUORUM.** 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.
 - 9. **VOTING.** Each Voting Member present in person is entitled to one vote. No member is entitled to vote in more than one capacity. Election must be by ballot in contested elections and by acclamation, voice, or other means in uncontested elections. Proxy or absentee voting 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.

ARTICLE II - NOMINATING COMMITTEE.

- 1. **COMPOSITION.** 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.
- 2. **ELECTION AND TERM OF MEMBERS.**
 - 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.
 - B. Terms of office begin on the first day of the fiscal year following the Annual Meeting at which the elections are held. The terms of office of three members expire at the end of each fiscal year.
- 3. **VACANCIES OF MEMBERS.** The Board of Directors has the power to fill, by appointment, vacancies on the Nominating Committee, until the end of the fiscal year. At the Annual Meeting before the end of the fiscal year, the Council must fill, by election, the unexpired term.

4. **ELECTION AND TERM OF CHAIR.** 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.
5. **VACANCY OF CHAIR.** 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.
6. **RESPONSIBILITIES.**
 - A. The Nominating Committee presents to the Voting Members at the Annual Meeting:
 - (1) a single slate of nominees for Officers of the Council when appropriate;
 - (2) a single slate of nominees for Members-at-Large of the Board of Directors; and
 - (3) a single slate of nominees for members of the Nominating Committee.
 - B. At the Annual Meeting 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:
 - (1) a single slate of nominees for Delegates to the National Council; and
 - (2) a single slate of nominees for Alternate Delegates to fill vacancies among the Delegates.
 - C. Nominations may be made from the floor at the Annual Meeting, 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.
7. **QUORUM.** Five members of the committee must be present to constitute a quorum for the transaction of business.
8. **REMOVAL.** Voting Members of the Council have the power to remove a member of the Council Nominating Committee, including the Chair of the Nominating Committee, with or without cause, by a two thirds vote of the Voting Members present in person and voting:
 - A. at a meeting of the Council called expressly for that purpose, or
 - B. at an Annual Meeting.

ARTICLE III - PARTIAL TERMS.

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.

ARTICLE IV - THE OFFICERS.

1. NUMBERS AND TITLES. The seven Officers of the Council are:

- A. President, who is also Chair of the Board of Directors,
- B. First Vice President,
- C. Second (Field) Vice President,
- D. Third (Committee) Vice President,
- E. Secretary,
- F. Treasurer, and
- G. Assistant Treasurer.

2. ELECTION AND TERM.

- A. All Officers are elected by 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.
- B. Any person is eligible to serve two consecutive terms as President, regardless of the number of consecutive terms that person served in any one or more of the offices other than President.

3. VACANCIES.

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

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

- A. The President is the principal Officer of the Council, and calls and presides at all meetings of the Council and Board of Directors. The President is responsible for ensuring that directions given by members of the Council, and the actions of the Board, are carried into effect. The President reports to the membership and the Board on the conduct and management of the affairs of the Council. The President is ex-officio a member of all committees established by the Board. The President has other powers and performs other duties assigned by the Board of Directors or prescribed elsewhere in these Bylaws.
- B. The Vice Presidents have powers and duties as follows:
 - (1) the First Vice President performs the duties of the President if President is absent, and assists with the President's work as the President directs;
 - (2) the Second (Field) Vice President coordinates the work of the delegates and forums, and performs other duties as the President directs; and
 - (3) the Third (Committee) Vice President coordinates the work of the Board committees, is an ex-officio member of these committees, and performs other duties as the President directs.
- C. The Secretary records the minutes of meetings of the Council and Board of Directors. The Secretary is responsible for:
 - (1) custody of the corporate books, records, and files;
 - (2) ensuring that notices of all Annual and Board meetings are issued, and
 - (3) exercising other powers and performing other duties as directed by the President or the Board of Directors.
- D. The Treasurer is responsible for all transactions relating to corporation finances.
 - (1) The Treasurer ensures that the directives of the Board of Directors related to corporation finances are carried out, including but not limited to:
 - (a) receipt, custody, disbursement, and borrowing of money; and
 - (b) countersigning contracts or other instruments authorized generally or specifically by the Board of Directors and signed by the Chief Executive Officer in the name of the corporation.
 - (2) The Treasurer exercises other powers usual to the office, and performs other duties as directed by the President or the Board of Directors.
- E. The Assistant Treasurer is responsible for duties assigned by the Treasurer, and exercises other powers and performs other duties as directed by the President, the Treasurer or the Board of Directors.

5. **REMOVAL.** Voting Members 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:
 - A. at a meeting of the Council called expressly for that purpose, or
 - B. at an Annual Meeting.

ARTICLE V - BOARD OF DIRECTORS.

1. COMPOSITION.

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

2. ELECTION AND TERM.

- 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.
- 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.
- C. The term of office begins on the first day of the fiscal year following the Annual Meeting at which the elections are held. Regardless of the number of consecutive terms any person has served as Member-at-Large, that person is eligible to be a member of the Board when serving as an Officer or as Chair of the Nominating Committee.

3. **VACANCIES.** Vacancies among the Members-at-Large of the Board of Directors are filled until the end of the fiscal year by affirmative vote of a majority of the remaining board members then in office, even if the number of remaining board members is less than a quorum. Votes to fill vacancies must be held at a special meeting called for that purpose or any regular meeting of the Board. Vacancies among Officers are filled in accordance with Article IV, Section 3. A vacancy in the office of Chair of the Nominating Committee is filled in accordance with Article II, Section 5.

4. **RESPONSIBILITIES AND ACCOUNTABILITIES.** The affairs of the Council are managed by a Board of Directors. The Board of Directors is accountable to the:
 - A. elected membership for managing the affairs of the Council, and must manage those affairs with due regard for the views of the Council membership;
 - B. Board of Directors of Girl Scouts of the USA, for compliance with charter requirements;
 - C. state or Commonwealth in which it is incorporated, for adhering to corporate law; and
 - D. federal government in matters relating to legislation affecting non-profit and non-stock organizations.
5. **REGULAR MEETINGS.** The Board of Directors must hold no fewer than five regular meetings a year, at the time and place the Board directs. Notice of the time, place, and agenda of the meeting must be given personally, or mailed, or electronically transmitted, ensuring appropriate notification to each Board Member not less than seven days before the meeting.
6. **SPECIAL MEETINGS.** The President has the power to call a special meeting with the approval of a majority of the members of the Board of Directors or upon written request of a majority of the members of the Board. At a special meeting, the Board has the power to transact only that business for which the meeting has been called, and no other business. Notice of the time, place, and purpose of the meeting must be mailed, or electronically transmitted, ensuring appropriate notification at least seventy-two hours before the meeting, or must be given in person or by telephone at least twenty-four hours before the meeting.
7. **QUORUM.** A majority of 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.
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.

ARTICLE VI – COMMITTEES.

1. **ESTABLISHMENT.** The Board of Directors has the power to establish, by resolution, board committees, advisory committees and task groups as it determines necessary. These board committees, advisory committees, or task groups shall have the duties and responsibilities and names determined by resolution of the Board of Directors or as set forth in the Committee charter approved by the Board of Directors. 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.

2. **APPOINTMENT AND TERM OF CHAIRS.** Subject to the approval of the Board of Directors, the President appoints the Chair of any committee or task group. Appointments of committee or task group Chairs are made at the 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.
3. **VACANCIES OF CHAIRS.** Vacancies are filled at any regular meeting of the Board by following the procedure in Article VI, Section 2.
4. **APPOINTMENT AND TERM OF MEMBERS.** 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.

ARTICLE VII – CHIEF EXECUTIVE OFFICER.

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

ARTICLE VIII – POLICY INFLUENCING.

1. **ESTABLISHMENT.** The Board of Directors will establish policy-influencing meetings called “forums” in geographically diverse areas within the Council’s jurisdiction.
2. **PARTICIPANTS.** While most attendees at forums will be Delegates, forums are open to any member as described in Article I, Section 2.

3. **RESPONSIBILITIES.**

- A. The Second Vice President is responsible for setting the forum agenda, based on Board and Delegate input. All forums are chaired by a member of the Board of Directors.
- B. Delegates are responsible to:
 - (1) serve in an advisory capacity to the Board;
 - (2) consider proposed plans, policies and other matters referred to them by the Board;
 - (3) participate in Council strategic planning;
 - (4) present the views of the Service Units and the Council membership to the Board;
 - (5) consider ways to improve the quality of Girl Scouting and identify the needs for services; and
 - (6) perform other duties as delegated by the Board.

- 4. **REGULAR MEETINGS.** The Board of Directors must call a minimum of one forum per year in at least six geographically diverse locations. The 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.

ARTICLE IX - NATIONAL COUNCIL DELEGATES.

- 1. **ELECTION.** 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.
- 2. **RESPONSIBILITY.** National Council Delegates are responsible to the Council. It is their duty to represent the Council at National Council Meetings.

ARTICLE X – FINANCE.

- 1. **FISCAL YEAR.** The Board of Directors shall be authorized to set the fiscal year of the Council. Until changed by the Board of Directors, the fiscal year of the Council is October 1 through September 30.
- 2. **CONTRIBUTIONS.** The Council has the power to accept and collect any contributions,

bequests, devises, and gifts for the purpose of Girl Scouting within the Council only as authorized by the Board of Directors.

3. **DEPOSITORIES.** All funds of the Council must be deposited to the credit of the Council under the conditions and in accounts designated by the Board of Directors.
4. **APPROVED SIGNATURES.** All instruments relating to the securities and real property of the Council must be signed by the Chief Executive Officer or the Chief Executive Officer's designee, and must be countersigned by the Treasurer or the Assistant Treasurer or the Treasurer's designee, those designees being approved by the Board of Directors at its first regular meeting of the fiscal year.
5. **APPROVAL OF EXPENDITURES.** 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. All expenses of the Council less than \$7,500 shall require approval prior to payment by Department Managers, their Supervisors and the Controller.
6. **BONDING.** All persons having access to or major responsibility for the handling of monies and securities of the Council must have coverage under a fidelity bond insurance policy or equivalent fidelity coverage in such sum and with such surety as the Board of Directors requires.
7. **BUDGET.** The Board of Directors must approve the annual budget of estimated income and expenditures. The Council cannot incur expenses in excess of the total budgetary appropriations without prior approval of the Board of Directors.
8. **AUDITS.** The Board of Directors must retain an independent certified public accountant to examine the financial accounts of the corporation each year. A report of the examination must be submitted to the Board of Directors and Girl Scouts of the USA. The Audit Committee of the Board of Directors oversees the work of the certified public accountant and assures the Board of Directors that the audit is well conducted and the financial records are accurate.
9. **PROPERTY.** Title of all property, with the exception of troop, Service Unit, or Association equipment, must be held in the name of the Council.
10. **FINANCIAL REPORTS.** The Treasurer must make a summary report of the financial operation of the Council at least annually to the membership and to the public in a form required by the Board of Directors. An annual financial report must also be submitted to the Girl Scouts of the USA and to the Council's United Way funding agencies, as required.
11. **INVESTMENTS.** The funds of the Council must be invested in accordance with directions from the Board of Directors or from a committee approved by the Board for that purpose.
12. **DISSOLUTION.** If the Council is dissolved, assets of the Council remaining after the discharge of all liabilities must be put in trust for the benefit of Girl Scouting, pending the reorganization of another Girl Scout Council in the area.

ARTICLE XI – INDEMNIFICATION.

The Council shall indemnify and reimburse all 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 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.

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

ARTICLE XII – RULES OF ORDER.

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

ARTICLE XIII – AMENDMENTS.

The 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.

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.

GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL

ARTICLES OF INCORPORATION

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GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The name of the corporation shall be the Girl Scout Council of the Nation's Capital ("the Council").
2. The purposes of the Council shall be to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, cheerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in the home and for service to the community, to fix and maintain standards which will inspire coming generations with the highest ideals of character, patriotism, conduct, and attainment. The Council shall be charitable, benevolent, non-sectarian, non-political, and not for pecuniary profit.
3. The Council shall exercise any and all of the general powers granted by Section 13.1826 of the Code of Virginia.
4. The territory served by the Council shall be delineated into geographical subdivisions designated as Service Units, the members of which shall, in proportion to their girl membership, elect Delegates to the Council. 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.
5. 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.
6. 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.

7. 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.
8. 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.
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.
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.