ARTICLE I THE CORPORATION

1. Name. The Corporation will be known as Girl Scouts of Eastern Pennsylvania (GSEP) and referred to as “Council.”

ARTICLE II MEMBERSHIP AND DELEGATE COUNCIL

1. Membership. Delegate Council. The Members of the Delegate Council will be members of Girl Scouts of the USA (GSUSA), age 14 or older at the time of election and currently registered through the Council. Members are permitted to hold only one Delegate Council position at a time with the exception of Board of Directors who are also on the Board Development Committee.

2. Elected Members of the Delegate Council. The Council must have a Delegate Council which will consist of the following:
   a. Service Units Delegates; Delegates elected by Service Units to represent the entire Council.
   b. Additional Delegates; Additional elected Delegates, as determined by the Board of Directors;
   c. Board of Directors;
   d. Board Development Committee; Members of the Board of Directors and those members of the Board Development Committee who are not otherwise members of the Delegate Council. Board Development Committee Members who are not otherwise members of the Delegate Council;
   e. Girl Advisors. Girl Advisors to the Board of Directors; and
   f. Girl Delegates. Girl Delegates elected as determined annually by the Board.

3. Composition.
   a. The ratio of Delegates elected by the Service Unit—Service Unit Delegates [(see 2.a above)] and plus any Additional Delegates determined by the Board of Directors [(see 2.b above)] to Members of the Board of Directors (see 2.c above) and plus Non-Board Members of the Board Development Committee [(see 2.c above)] will must be 5:1.
   b. The ratio of Girl Delegates (see 2.e above) to Members of the Board of Directors and plus Non Board Members of the Board Development Committee (see 2.c and 2.d above) will must be 1:1.

4. Election, Quorum, Terms, and Vacancies of Service Unit and Additional Delegates. Service Units are geographically defined operational units determined annually by management Council to support delivery of services as. Each Service Unit will is expected to elect one Service Unit Delegate and one Service Unit Alternate Delegate from its Members in such Service Unit, age 14 or older at the time of election to serve on the Delegate Council. Additional elected Delegates, if any, will must be determined by the Board of Directors annually.
   a. Election and Quorum. Service Unit Delegates and Service Unit Alternate Delegates will must be elected annually in the spring at a Service Unit meeting with at least one representative from a minimum of 25% of groups that make up the Service Unit. All participants must be present in person or linked such that all members are able to actively participate in the proceedings.
b. **Terms.** Service Unit Delegates and Service Unit Alternate Delegates will must be elected for a term of one Governance Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. They will be elected for a term of one year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. An individual who had served more than half a term in an elected position or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. (moved here from Article XIII)

c. **Vacancies.** A Service Unit Alternate Delegate may vote at the Annual Meeting or Special Meeting in place of a Service Unit Delegate from that the same Service Unit who cannot attend. A Service Unit Alternate Delegate may fill the vacancy of a Service Unit Delegate who cannot complete their term. In the case of a vacancy, a special Service Unit election may be held to fill the vacant Service Unit Delegate or Service Unit Alternate Delegate position, provided the election is held, and results are reported, more than 30 days before a meeting of the Delegate Council. The term of office begins at the close of the meeting at which they are elected. An individual who has served more than half a term in an elected or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. (moved here from Article XIII)

5. **Girl Delegate Terms.** Girl Delegates and Alternate Girl Delegates, age 14 or older at the time of their election, must be elected for a term of one Governance Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. They are permitted to serve no more than three consecutive terms in the same position. The term of office will begin at the close of the Annual Meeting. An individual who has served more than half a term in an elected or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. (moved here from Article XIII)

6. **Duties and Responsibilities.** The duties of the Delegate Council are to:

   a. elect Members of the Board of Directors, Officers of the Board of Directors, Board Development Committee Chair, Board Development Committee Members-at-Large, Girl Advisors to the Board, Girl Delegates, and the Delegates and Alternates to the National Council; of GSUSA.

   b. Approve vote on Amendments to the Bylaws and to the Articles of Incorporation;

   c. take all other actions requiring a vote of the Delegate Council and conduct other business which may come before the Delegate Council; and

   d. Determine influence the general direction of Girl Scouting within the jurisdiction of the Council by responding to reports and information from the Board of Directors.

7. **Annual Meeting.** The Annual Meeting is a meeting of the Delegate Council where a quorum is present to conduct business. The Annual Meeting of the Delegate
Council will must be held at such time and place as determined by the Board of Directors between April 1 and June 1.

8. Notice of the Annual Meeting. Notice of the annual Meeting will be provided in accordance with the provisions of Article XII and the requirements of Pennsylvania Non-Profit Corporation law and will be given no later than 30 days before the meeting and will include the date, time, place, the slate of nominees, and purpose of the meeting. Notice must be given no later than 30 days before the meeting. Notice is required to be given to a person in writing personally, by mail, or by electronic communication to the address supplied to the Council by that person for that purpose. Such notice must specify the purpose, place, date and time of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law, including the slate of nominees for all positions. (moved here from Article XII)

9. Special Meetings. Special meetings of the Delegate Council may be called at the discretion of the Board Chair. Special meetings of the Delegate Council will must be called by the Board Chair within 30 days, upon written request of 30% of the Delegates, or 2/3 a majority of the members of the Board of Directors.
   a. Purpose. The request for a Special Meeting of the Delegate Council, from Delegates or the Board of Directors, must specify the reason for the meeting, and only that business may be conducted at the meeting.
   b. Notice. Notice of the Special Meeting of the Delegate Council will be provided in accordance with the provisions of Article XII and the requirements of Pennsylvania Non-Profit Corporation law and will be given no later than 14 days before the meeting and will include the date, time, place, and purpose of the meeting. Notice must be given no later than 14 days before the meeting. Notice is required to be given to a person in writing personally, by mail, or by electronic communication to the address supplied to the Council by that person for that purpose. Such notice must specify the purpose, place, date and time of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law. (moved here from Article XII)

10. Quorum. 40% of the Delegates Council will must be present at any Annual Meeting or Special Meeting of the Delegate Council to constitute a quorum to transact business. All participants must be present in person at the Annual Meeting. At the discretion of the Chair of the Board, persons may be linked such that all members are able to actively participate in the proceedings of the Special Meetings.

11. Voting Procedures. Each Delegate Council member present will have is permitted one vote. Election will must be by ballot in contested elections, and may be by voice or other methods in uncontested elections. In contested elections, a plurality of votes cast will elect determines election. All other matters will be are determined by a majority vote of the Delegates present and voting, unless otherwise provided for in these Bylaws or by parliamentary authority (see Article X).

Article III BOARD OF DIRECTORS (Previously Article V)

1. Membership. The Board of Directors will must consist of at least 20 members and no more than 25 members and will must include each of the Officers, and the Board Development Committee Chair. The remaining members of the Board of Directors will be are called Members Directors-at-Large.
2. **Election, Terms, and Vacancies.**
   
   a. **Election.** The Members-at-Large Board of Directors will must be elected by the Delegate Council members at the Annual Meeting.
   
   b. **Terms.** They will must be elected for a term of two Governance Years. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting, or until their successor is elected. They will are permitted to serve no more than three consecutive terms in the same position. The term of office will begin at the close of the Annual Meeting at which they are elected. Only after a lapse of one year is a person who reached the term limits eligible for reelection. After a lapse of one year a person who had reached term limits is eligible for election to the same position. Regardless of the number of consecutive terms any person will have has served as a Member-Director-at-Large, such person will be is eligible to be elected an Officer of the Board of Directors. An individual who has served more than half a term in an elected or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

   (moved here from Article XIII)

   c. **Vacancy.** Should a vacancy occur in any position other than the Board Chair, the Chair of the Board of Directors may vote to fill the position for the remainder of the term and may must request that the Board Development Committee identify a candidate for that position and then the Board of Directors must vote to fill the position for the remainder of the term.

   3. **Duties and Responsibilities.** The Board of Directors will must:
   
   a. exercise responsibility and authority for planning, policy-making, and ensuring that the Council is achieving its goals and mission;
   
   b. oversee the affairs of the Council according to the general direction set by the Delegate Council;
   
   c. Establish systems that support communications between Members and the Board of Directors, ensure communication between the Delegate Council and the Board of Directors;
   
   d. develop a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
   
   e. **d.** ensure compliance with all state, federal, and other laws and regulations applicable to nonprofit organizations in Pennsylvania;
   
   f. **e.** maintain a policy regarding conflict of interest. The Board of Directors must complete and sign an annual disclosure statement indicating any conflict or potential conflict with their service on the Board;
   
   g. **f.** establish such standing committees, special committees, or task force groups as it deems necessary. Standing committees must include but not be limited to Finance and Audit;
   
   h. **g.** ensure that the Council meets the Charter requirements of GSUSA; and
   
   i. **h.** recommend amendments of these Bylaws and the Articles of Incorporation to the Delegate Council for its action.

   4. **Attendance at Meetings.** If a member of the Board of Directors is absent for three consecutive meetings, the member’s term will must automatically lapse, unless
excused by the Board Chair. Should a Board Member attend, but refuse to act in an
official capacity, the Board of Directors may declare the position vacant and notify
the person of such action.

5. Regular Meetings.
   a. Number. The Board of Directors must hold no fewer than five regular
      meetings a year.
   b. Notice. Notice of the Board Meeting will be provided in accordance with the
      provisions of Article XII and the requirements of Pennsylvania Non-Profit
      Corporation law and will be given no later than seven days before the Board
      meeting and will include the date, time, place, and purpose of the meeting.

6. Special Meetings. Special Meetings of the Board of Directors may be called by the
Board Chair. Special Meetings of the Board of Directors must be called by the
Board Chair upon written request of the majority of members of the Board of
Directors.
   a. Purpose. The purpose of the Special Meeting must be stated in the request,
      and no other business may be conducted except that for which the meeting has
      been called.
   b. Notice. Notice of the Special Meeting will be given personally or by telephone,
      fax, or e-mail to each Member of the Board of Directors no later than 48 hours
      before the meeting, and will include the date, time, place, and purpose of the
      meeting. Notice must be given no later than 48 hours before the meeting. Notice
      is required to be given to a person in writing personally, by mail, or by electronic
      communication to the address supplied to the Council by that person for that
      purpose. Such notice must specify the purpose, place, date and time of the
      meeting and any other information required by the Pennsylvania Nonprofit
      Corporation Law. (moved here from Article XII)

7. Quorum. A majority of the Board of Directors must be present to constitute a
quorum to transact business. At the discretion of the Board Chair, one or more
persons may participate in the meeting via electronic communication, by which all
persons participating in the meeting can hear each other. Participation in the
meeting in this way will constitute presence in person at the meeting. All participants
must be present in person or linked such that all members are able to actively
participate in the proceedings.

8. Removal. The Board of Directors may, by a majority vote of all of the Board
Members, remove any Board Member-at-Large Member of the Board of Directors
when, in its judgment, the best interests of the Council would be served.

9. Voting Procedures. Each Board Member present is permitted to have one
vote.
10. **Liability.** A Board Member will not be personally liable as such for monetary damages for any action taken or any failure to take action as a Board Member unless:

a. the Board Member has breached or failed to perform the duties of his or her office as set forth under all applicable statutes including Subchapter B or Chapter 57 of the Pennsylvania Nonprofit Corporate Law; OR

b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

*This Section will not apply to the responsibility or liability of a Board Member pursuant to any criminal statue, or the liability of a Board Member for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of the Section will be prospective only and will not increase, but may decrease, a Board Member's liability with respect to actions or failures to act occurring prior to such change.*

LEGAL QUESTION: Keep or Remove lines 234-239?

11. **(previously section 9) Girl Advisors to the Board of Directors.** A minimum of two and a maximum of three Girl Members of the Council age 14 or older at the time of election must serve as non-voting Girl Advisors to the Board of Directors and will therefore be Delegate Council members.

a. **Election, Terms, and Vacancies.**

1. **Election.** The Girl Advisors to the Board of Directors must be elected by the Delegate Council members at the Annual Meeting.

2. **Terms.** They must be elected for a term of one Governance Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. They are permitted to serve no more than two consecutive terms. The term of office will begin at the close of the Annual Meeting at which they are elected. An individual who has served more than half a term in an elected or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. (moved here from Article XIII)

3. **Vacancy.** Should a vacancy occur in the Girl Advisors position, at the discretion of the Board Chair, the vacancy may be filled for the remainder of the term at the discretion of the Board Chair.

b. **Duties and Responsibilities.** Girl Advisors are expected to attend meetings of the Board of Directors and may be invited to participate in committees and task forces.

**ARTICLE III THE BOARD DEVELOPMENT COMMITTEE (MOVED to Article V)**

**Article IV OFFICERS OF THE BOARD OF DIRECTORS**

1. **Membership.**

a. **Elected Officers.** The Officers of the Council Board of Directors will be a Chair of the Board of Directors (Board Chair), First Vice Chair, a Secretary, and a Treasurer. One or more additional Vice Chairs may be elected.

b. **Chief Executive Officer.** The Chief Executive Officer (CEO) will be an employee of the Council, appointed by the Board of Directors to serve at its pleasure and will serve an indefinite term, subject to removal for cause by the Board of Directors. The CEO is an non-voting ex officio non-voting member of the Board
of Directors, the Executive Committee, the Board Development Committee and
the Delegate Council.

2. Election, Terms, and Vacancies.

a. Election. The All Officers Board Chair, Vice-Chairs, Secretary, and Treasurer will
must be elected together in the same year by the Delegate Council members at
the Annual Meeting.

b. Terms. They Officers must will be elected for a term of two Governance Y years.
or until their successor is elected. They Each is permitted to serve no more than
three consecutive terms in the same position. The term of office will begin at the
close of the Annual Meeting at which they are elected. Only after a lapse of one
year is a person who reached the term limits eligible for reelection. After a lapse
of one year, a person who had reached term limits is eligible for election to the
same position. An individual who had served more than half a term in an elected
or appointed office will be considered to have served the full term for the purpose
of determining eligibility to serve additional terms in that office or another
position. (moved here from Article XIII)

c. Vacancies. If there is a vacancy in any position other than the Board Chair, the
Board Development Committee will be asked to present a recommended
candidate for the position to the Board of Directors, which may choose to fill that
position for the remainder of the term. Should a vacancy occur in any position
other than the Board Chair, the Chair of the Board of Directors must request that
the Board Development Committee identify a candidate for that position and then
the Board of Directors must vote to fill the position for the remainder of the term.
In the event of a vacancy in the position of the Board Chair, the First Vice Chair
will must complete the unexpired term of the Board Chair.

3. Duties and Responsibilities.

a. Chair. The Board Chair will be the chief elected officer of the Council and will:
   i. Preside at meetings of the Council, the Board of Directors, and the
      Executive Committee.
   ii. Be responsible to see that the direction given by the Board of Directors
       and the general direction established by the Delegate Council are put
       into effect, and for reporting to the Members and the Board of Directors
       on the conduct and management of the affairs of the Council.
   iii. Be an ex officio member of all committees and task forces established
       by the Board of Directors, except the Board Development Committee;
       (KEEP OR NOT) and appoint all committee and task group chairs.
   iv. Be responsible for convening the organizational meeting of the Board
       Development Committee annually.
   v. Be responsible for performing other duties as assigned by the Board of
       Directors or prescribed in other places in the Bylaws.

b. Chair: The Chair of the Board of Directors will must:
   1. be the principal elected officer of the Council;
   2. preside at all meetings of the Delegate Council, the Board of
      Directors, and the Executive Committee;
   3. lead the Board of Directors in setting strategic direction and providing
      oversight of the management and affairs of the Council;
4. ensure that the directions given by the Board of Directors and the
genral direction established by the Delegate Council are put into
effect;
5. report to the Delegate Council and the Board of Directors on the
conduct and management of the affairs of the Council;
6. serve as an ex officio non-voting member of all committees
established by the Board of Directors except the Board Development
Committee; and
7. be responsible for performing other duties as assigned by the Board
of Directors or prescribed in other places in the Bylaws.
e. Vice Chair(s). The Vice Chairs will have such powers and perform such
duties as assigned by the Board Chair.

b. First Vice Chair. The First Vice Chair will:
1. perform such duties as assigned by the Board Chair and
2. act as Board Chair in the event of an absence or disability of the
Board Chair, in meetings of the Delegate Council, the Board of
Directors, and the Executive Committee in the absence or inability of
the Board Chair to do so or when delegated the responsibility of
presiding;
3. become Board Chair for the remainder of the unexpired term in the
event of a vacancy in the office of the Board Chair; and
4. perform such duties as assigned by the Board Chair.

d. Secretary. The Secretary will:
1. give notice of all meetings of the Delegate Council, the Board of
Directors, and the Executive Committee, and for taking and keeping
minutes of those meetings.
2. custody of corporate books, records, and files, other than those
specifically required to be kept by the Treasurer.
3. perform such duties as assigned by the Board Chair.
1. ensure that proper notice is given for all meetings of the Delegate
Council, the Board of Directors, and the Executive Committee;
2. ensure that minutes of all meetings of the Delegate Council, the
Board of Directors, and the Executive Committee are kept; and
3. perform such other duties as assigned by the Board Chair.

d. Treasurer. The Treasurer will:
1. provide effective stewardship and oversight of the Council’s finances and assets;
2. execute directives of the Board of Directors;
3. The Treasurer will not chair any standing committee; and
4. perform such other duties as assigned by the Board Chair.

e. Chief Executive Officer. The Chief Executive Officer (CEO) must will be:

1. 1. be accountable to the Board of Directors;
2. and will perform such duties as are assigned by the Board of Directors, through the Board Chair;
3. 3. be responsible for all operations of the Council;
4. and will have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors;
5. iii. 5. provide advice and support to the Board of Directors, the Delegates Council, and other committees;
6. iv. 6. Will receive notice of and, except for Executive sessions, will have the right to attend the meetings of the Board of Directors, the Executive Committee, Board Development Committee and the Delegate Council;
7. v. 7. Will be an ex officio non-voting member of the Board of Directors, the Executive Committee, Board Development Committee and the Delegate Council; and
8. vi. 8. Will have the right to serve as a Delegate to the National Council of GSUSA.

4 Removal. The Board of Directors may, by a two-thirds majority vote of the total membership of the Board of Directors of all of the Board Members, remove any Officer of the Board of Directors, when, in its judgment, the best interests of the Council would be served.

ARTICLE V—BOARD OF DIRECTORS MOVE TO ARTICLE III

ARTICLE III—V THE BOARD DEVELOPMENT COMMITTEE (previously Article III)

1. Membership. There will must be a Board Development Committee of the Council consisting of one Board Development Committee Chair and eight other members referred to as Board Development Committee Members-at-Large. The Board Development Committee Chair will is also be a voting member of the Board of Directors. Of the Board Development Committee Members-at-Large, three will must be from among members of the Board of Directors and five will must be Non-Board Members.

2. Election, Terms, and Vacancies.
   a. Election. The Board Development Committee Chair and the Board Development Committee Members-at-Large will must be elected by the Delegate Council members at the Annual Meeting.
   b. Terms. They The Board Development Committee will must be elected for a term of two Governance Y years. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting or until their successor is elected. They The Board Development Committee will is permitted to serve no more than two three consecutive terms in the same position. The term of office will begin at the close of the Annual Meeting at which they are elected. Only after a lapse of one year is a person who
reached the term limits eligible for reelection. After a lapse of one year a person who had reached term limits is eligible for election to the same position. An individual who has served more than half a term in an elected or appointed office will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position. (moved from Article XIII)

c. Vacancies. The Board of Directors will have the power to fill vacancies in the Board Development Committee. In the event of a vacancy in any position, the vacancy must be filled by the Board of Directors for the remainder of the term.

3. Duties and Responsibilities.
   a. Single Slate. At the Annual Meeting, the Board Development Committee will present to the Delegate Council members at the Annual Meeting a single slate of nominees for Officers and Directors-Members-at-Large of the Board of Directors, Girl Advisors to the Board of Directors, Board Development Committee Chair, and Board Development Committee Members-at-Large, and Girl Delegates to the Delegate Council for election.
   b. National Council Delegates. After notice of the intentions of GSUSA’s intention to hold a meeting of the National Council, the Board Development Committee must also present a single slate of nominees for National Delegates and Alternates Delegates to the National Council. The Delegate Council must vote on this slate at the Annual Meeting.
   c. The Board Development Committee is responsible for working with the Board Chair to perform functions necessary to support a high performing Board including:
      1. identifying, and cultivating, soliciting and recruiting candidates for elected positions in the Council in a strategic and intentional manner; identifying needed skills and talents for the Board of Directors and committees;
      2. orienting and educating new Board Members to ensure they know their responsibilities, capitalize on the talents of all Board Members, and engage in a continuous learning process;
      3. evaluating Board Members and candidates using a disciplined assessment process for recruitment, development and education;
      4. planning for future succession consistent with the strategic needs of the Board of Directors and of the Council.

4. Quorum. A majority of members of the Board Development Committee must be present to constitute a quorum to transact business. At the discretion of the Board Development Committee Chair, one or more members of the Board Development Committee may participate in the meeting via electronic communication, by which all persons participating in the meeting can hear communicate with each other. Participation in the meeting in this way will constitute presence in person at the meeting. All participants must be present in person or linked such that all members are able to actively participate in the proceedings.

5. Attendance at Meetings. If a member of the Board Development Committee is absent for three consecutive meetings, the member’s term will must
automatically lapse, unless excused by the Board Development Committee Chair. Should a Board Development Committee member attend, but refuse to act in an official capacity, the Board of Directors may declare the position vacant and notify the person of such action.

6. **Nominations from the Floor.** Nominations may be made from the floor at the Annual Meeting, provided the eligibility of the individual nominated has been established and is in accordance with these Bylaws, which include as set forth below:
   a. The individual is a registered member of Girl Scouts of Eastern Pennsylvania;
   b. Written consent of such individual has been secured; and
   c. The qualifications Nomination / Self-nomination Form of the person to be nominated has been submitted to the Board Development Committee Chair, at the Council Office, at least 7 days before the Annual Meeting.

**ARTICLE VI  EXECUTIVE COMMITTEE**

1. **Membership.** The Executive Committee will must include the Officers of the Council Board of Directors and two Board Members Directors-at-Large appointed by the Board Chair and approved by the Board of Directors for a term of one Governance Year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. The CEO will be a non-voting member of the Executive Committee.

2. **Duties and Responsibilities.** The Executive Committee will have and may exercise has the powers authority of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee will does not have the power authority to take any action which is contrary to or a substantial departure from the direction established by the Board of Directors. The Executive Committee will must report actions taken to the Board of Directors at its next Board Meeting.

3. **Meetings and Notice.** The Board Chair, as deemed necessary, or upon written request of at least 3 members of the Executive Committee, may call meetings of the Executive Committee. Notice of the meeting will be given personally or by telephone, fax, or e-mail to each member of the Executive Committee not less than 24 hours before the meeting and will include the date, time, place, and purpose of the meeting. Notice must be given no later than 24 hours before the meeting. Notice is required to be given to a person in writing personally, by mail, or by electronic communication to the address supplied to the Council by that person for that purpose. Such notice must specify the purpose, place, date and time of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law. (moved here from Article XII)

4. **Quorum.** A majority of the Executive Committee will constitute a quorum to transact business. At the discretion of the Board Chair, one or more persons may participate in the Executive Committee Meeting via electronic communication, by which all persons participating in the meeting can hear each other. Participation in the meeting in this way will constitute presence in person at the meeting. All participants must be present in person or linked such that all members are able to actively participate in the proceedings.
ARTICLE VII  FINANCE AND CONTROL OF ASSETS

FINANCE:

1. Fiscal Year. The Board of Directors will must establish the fiscal year of the Council.

2. Contributions. Any contributions, bequests, devises, and gifts made to the Council will must be accepted or collected as authorized by the policies established by the Board of Directors.

3. Financial Resources. All funds of the Council will must be deposited to the credit of the Council under such conditions and in such financial institutions as will be are designated by the Board of Directors.

4. Budget. The Board of Directors must approve the annual operational and capital budgets. An annual budget of estimated income and expenditures will be approved and adopted by the Board of Directors. No expenses or debts can be incurred in excess of budgetary appropriations without the approval of the Board of Directors.

5. Audits. An independent certified public accounting firm will must be retained by the Board of Directors to conduct an annual examination and audit of the financial accounts of the Council. A report of such examination and audit will must be submitted to the Board of Directors. An annual financial report and copy of the audit will must also be submitted to GSUSA and will must be available to the membership and the public as prescribed by law.

6. Financial Reports. A summary of the financial operations conditions of the Council will must be made available presented annually to the Membership at the Annual Meeting and made available to the public in such form as the Board of Directors may determine as prescribed by law.

7. Property. Except for troop/group property, all property will must be titled in the name of the Council.

8. Signatures–Signatory Authority. Approvals of signatures of for signatory authority in the name of the Council and access to funds and securities of the Council must be authorized by the Board of Directors. on contracts, checks, and purchase orders for the payment, receipt, or deposit of money and access to securities of the Council will be provided by resolution of the Board of Directors.

9. Bonding. All persons having access to or major responsibility for handling of money funds and securities of the Council will must be bonded in the amount authorized by the Board of Directors. Insurance. The Council will maintain appropriate insurance to safeguard the Council’s assets, in accordance with the policies established by the Board of Directors.

10. Legal Counsel. Independent legal counsel will must be retained by the Council to ensure compliance with federal and state requirements, and to review and revise as deemed necessary on any, and all legal instruments that the Council executes. as deemed necessary.

11. Investments. The funds of the Council must be invested in accordance with the policies established by the Board of Directors.

ARTICLE VIII  INDEMNIFICATION
The Council shall indemnify all members of the Board of Directors against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

An individual who was or is party or witness OR an individual who is threatened or made a party or witness to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Board Member or Officer of the Council, or is or was serving at the request of the Council as a Board Member, committee member, officer, fiduciary, trustee, or employee of another entity, including an employee benefit plan, will be indemnified by the Council to the full extent permitted by the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification. The foregoing right of indemnification inures to the benefit of the heirs, executors, and administrations of each such individual; will not be exclusive of other rights of indemnification to which any individual may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of the Board Member, or otherwise; and will continue as to such each individual who has ceased to be a Board Member, committee member, officer, fiduciary, trustee, or employee.

ARTICLE IX  STANDARD OF CARE: JUSTIFIABLE RELIANCE

1. A Board Member will must stand in a fiduciary relation to the Council and will must perform her or his their duties as a Board Member, including duties as a member of any committee of the Board of Directors upon which the Board Member may serve, in good faith, in a manner the Board Member reasonably believes to be in the best interests of the Council and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

2. In performing her or his their duties, a Board Member will be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:
   a. one or more officers or employees of the Council whom the Board Member reasonably believes to be reliable and competent in the matters presented;
   b. counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence of such person; or
   c. a committee of the Board of Directors upon which the Board Member does not serve, duly designated in accordance with law, as to matters within its designated
authority, which committee the Board Member reasonably believes to merit confidence.

3. A Board Member will not be considered to be acting in good faith if the Board Member has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

ARTICLE X PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order will must be the parliamentary authority governing the meetings of the Delegate Council and Board of Directors.

ARTICLE XI AMENDMENTS

1. Board of Directors. The Board of Directors will have has the power authority, by a majority vote, to recommend amendments to the Bylaws and the Articles of Incorporation to the Delegate Council members.

2. Delegates Council. The Delegate Council members will have has the power authority to amend, alter, or repeal the Bylaws and Articles of Incorporation and to adopt new Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation may be repealed in their entirety and newly adopted Bylaws or Articles of Incorporation may be enacted in their entirety without the necessity of individual action section by section, provided notice of such proposal has been included with the notice of the meeting at which the vote is to occur. These amendments must pass with a vote of two-thirds of the Delegate Council members that are present.

3. Repeal.

ARTICLE XII NOTICE OF MEETING—(move to each section)

Whenever written notice is required to be given to any a person, it may must be given to such person in writing personally, or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail communication, to that person’s address appearing on the books of the Council, or supplied by that person to the Council for the that purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a courier service for delivery to such person. In the case of facsimile or electronic mail it shall be deemed to have been given when dispatched. Such notice shall must specify the place, day and hour of the meeting and any other information which may be required by the Pennsylvania Non-Profit Corporation Law or these Bylaws, including, in the case of a meeting of the Delegate Council, the general nature of the business to be transacted.

ARTICLE XIII PARTIAL TERMS (move to each Section)

An individual who has served more than half a specific term in an elected or appointed office, as the term is set forth in the Bylaws, will be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

PROVISO
Current terms that should end June 30, 2019, will end at the conclusion of the May 4, 2019, Annual Meeting and terms that should end June 30, 2020, will end at the conclusion of the 2020 Annual Meeting.