

1 **ARTICLE I THE CORPORATION** **First DRAFT 2/9/2020 EDITED 3/6/2020**

- 2 **1. Name.** The Corporation will be known as Girl Scouts of Eastern Pennsylvania, Inc.
3 (GSEP) and referred to as "Council." **The Council is legally bound by the governing**
4 **authority of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.**

5 **ARTICLE II ~~MEMBERSHIP AND~~ DELEGATE COUNCIL**

- 6 **1. Membership. Delegate Council.** **The members of the Delegate Council constitute**
7 **the voting members of the Council within the meaning of the Pennsylvania Nonprofit**
8 **Corporation Law of 1988, as amended.** The Members of the Delegate Council ~~will~~
9 must be members of Girl Scouts of the USA (GSUSA), age 14 or older ~~at the time of~~
10 ~~election~~ and currently registered through the Council. ~~Members are permitted to~~
11 ~~hold only one Delegate Council position at a time with the exception of Members of~~
12 ~~the Board of Directors who are also on the Board Development Committee.~~
13 **Members have one vote per person.**

- 14 **2. Elected Members of the Delegate Council.** The Council ~~will~~ must have a Delegate
15 Council ~~which will~~ consisting of the following:

- 16 a. **Service Units Delegates;** ~~Delegates elected by Service Units to represent~~
17 ~~the entire Council.~~
18 b. **Board of Directors;**
19 c. **Board Development Committee;** ~~Members of the Board of Directors and~~
20 ~~those members of the Board Development Committee who are not otherwise~~
21 ~~members of the Delegate Council Board Development Committee Members~~
22 ~~who are not otherwise members of the Delegate Council~~
23 d. ~~d.~~ **Girl Advisors.** ~~Girl Advisors to the Board of Directors;~~
24 e. ~~e.~~ **Girl Delegates.** ~~Girl Delegates elected as determined annually by the~~
25 ~~board and~~
26 f. **Additional Delegates,** ~~Additional elected Delegates,~~ as determined **annually**
27 by the Board of Directors. **(Previously b.)**

28 **3. Composition.**

- 29 a. The ratio of ~~Delegates elected by the Service Unit Service Unit Delegates~~
30 ~~[(see 2.a above)] and plus any aAdditional Delegates determined by the~~
31 ~~Board of Directors [(see 2.b above)] to Members of the Board of Directors~~
32 ~~(see 2.c above) and plus Non-Board Members of the Board Development~~
33 ~~Committee [(see 2.c d above)] will must be 5:1.~~
34 b. The ratio of Girl Delegates (~~see 2.e above~~) to Members of the Board of
35 Directors ~~and plus Non Board Members of the Board Development~~
36 ~~Committee (see 2.c and 2.d above) will must be 1:1.~~

- 37 **4. Election, Quorum, Terms, and Vacancies of Service Unit Delegates.** Service
38 Units are geographically defined operational units ~~determined annually by~~
39 ~~management Council to support delivery of services as.~~ Each Service Unit ~~will is~~
40 ~~expected to~~ elect one Service Unit Delegate and one Service Unit Alternate
41 Delegate from its Members ~~in such Service Unit,~~ age 14 or older ~~at the time of~~
42 ~~election,~~ to serve on the Delegate Council. **Additional elected Delegates, if any, will**
43 **must be determined by the Board of Directors annually.**

- 44 a. **Election and Quorum.** Service Unit Delegates and Service Unit Alternate
45 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 troops or 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 Yyear. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. They will are permitted to serve no more than six consecutive terms in the same position. Only-After a lapse of one year is a person who reached term limits is eligible for reelection to the same position. The term of office will begin at the close of the next Annual Meeting. An individual who had has 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 his or her 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. runs until the end of the Governance year. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting.
5. **Girl Delegate Terms.** Girl Delegates, age 14 or older at the time of their election, will must be elected for a term of one Governance yYear. The Governance Year is defined as from close of one Annual Meeting to the close of the next Annual Meeting. and 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 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)
6. **Duties and Responsibilities.** The duties of the Delegates Delegate Council are to:
- represent the entire Council; (moved from II.2.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 of Directors, Girl Delegates, and the Delegates and Alternates to the National Council; of GSUSA.
 - Approve vote on Amendments to the Bylaws and to the Articles of Incorporation;
 - take all other actions requiring a vote of the Delegate Council and conduct other business which may come before the Delegate Council; and

e. ~~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 **each** 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 of 1988, as amended, including the slate of nominees for all positions. (moved here from Article XII)

9. ~~8.~~ **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. 10% of the members of the Delegate Council.**

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 **each** 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 of 1988, as ammended. (moved here from Article XII)

10. ~~9.~~ **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 **electronically** such that all members are able to actively participate in the proceedings of the Special Meetings.

11. ~~10.~~ **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~~ VIII).

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**. **All Members of the Board of Directors must be age 18 or older according to the Pennsylvania Nonprofit Corporation Law of 1988, as amended.**
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 Yyears**. 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 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. **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. **hire the CEO;**
 - d. ~~Establish systems that support communications between Members and the Board of Directors.~~ ensure communication between the Delegate Council and the Board of Directors;
 - e. develop a decision-influencing system allowing for members of the **Movement Council**, including girl members, to have a voice on key issues affecting the Council **and the Movement;**
 - f. ~~d.~~ ensure compliance with all state, federal, and other laws and regulations applicable to nonprofit organizations in Pennsylvania;

- 182 g. ~~e~~ maintain a policy regarding conflict of interest. The Board of Directors must
183 complete and sign an annual disclosure statement indicating any conflict or
184 potential conflict with their service on the Board;
185 h. ~~f~~ establish such standing committees, special committees, or task force groups,
186 as it deems necessary. ~~Standing committees must include but not be limited to~~
187 ~~Finance and Audit;~~
188 i. ~~g~~. ensure that the Council meets the Charter requirements of GSUSA; and
189 j. ~~h~~. recommend amendments of these Bylaws and the Articles of Incorporation to
190 the Delegate Council for its action.

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

196 **5. Regular Meetings.**

- 197 a. **Number.** The Board of Directors ~~will~~ **must** hold no ~~less~~ fewer than five regular
198 meetings **a-per Governance Yyear**.
199 b. **Notice.** ~~Notice of the Board Meeting will be provided in accordance with the~~
200 ~~provisions of Article XII and the requirements of Pennsylvania Non-Profit~~
201 ~~Corporation law and will be given no later than seven days before the Board~~
202 ~~meeting and will include the date, time, place, and purpose of the meeting.~~
203 Notice must be given no later than 7 days before the meeting. Notice is required
204 to be given to **a each** person in writing personally, by mail, or by electronic
205 communication to the address supplied to the Council by that person for that
206 purpose. Such notice must specify the purpose, place, date and time of the
207 meeting and any other information required by the Pennsylvania Nonprofit
208 Corporation Law of 1988, as amended. (moved here from Article XII)

209 **6. Special Meetings.** Special Meetings of the Board of Directors may be called by the
210 Board Chair. Special Meetings of the Board of Directors ~~will~~ **must** be called by the
211 Board Chair upon written request of the majority of members of the Board of
212 Directors.

- 213 a. **Purpose.** The purpose of the Special Meeting ~~will~~ **must** be stated in the request,
214 and no other business may be conducted except that for which the meeting has
215 been called.

- 216 b. **Notice.** ~~Notice of the Special Meeting will be given personally or by telephone,~~
217 ~~fax, or e-mail to each Member of the Board of Directors no later than 48 hours~~
218 ~~before the meeting, and will include the date, time, place, and purpose of the~~
219 ~~meeting.~~ Notice must be given no later than 48 hours before the meeting. Notice
220 is required to be given to **a each** person in writing personally, by mail, or by
221 electronic communication to the address supplied to the Council by that person
222 for that purpose. Such notice must specify the purpose, place, date and time of
223 the meeting and any other information required by the Pennsylvania Nonprofit
224 Corporation Law of 1988, as amended. (moved here from Article XII)

225 **7. Quorum.** A majority of the Board of Directors ~~will~~ **must** be present to constitute a
226 quorum to transact business. ~~At the discretion of the Board Chair, one or more~~
227 ~~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 electronically 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, with or without cause, at any time.

9. 10. Voting Procedures. Each Board Member present will is permitted to have one vote.

10. 11 Liability. A Board Member shall 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 their office as set forth under all applicable statutes including Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended; OR and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- c. This Section will not apply to the responsibility or liability of a Board Member pursuant to any criminal statute, or the liability of a Board Member for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this 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.

11. Chief Executive Officer. The Chief Executive Officer (CEO) will be must: (moved from 4.3.e)

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

273
274
275 11. **(previously section 9) Girl Advisors to the Board of Directors.** A minimum of
276 two and a maximum of three Girl Members of the Council **age 14 or older at the**
277 **time of election will must** serve as non-voting Girl Advisors to the Board of
278 Directors and ~~will be therefore are~~ Delegate Council members.

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

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

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

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

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

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

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

298 **1. Membership**

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

302 ~~a.~~ **Chief Executive Officer.** The Chief Executive Officer (CEO) **will be an employee**
303 **of the Council, appointed by the Board of Directors to serve at its pleasure. and**
304 **will serve an indefinite term, subject to removal for cause by the Board of**
305 **Directors. The CEO is an non-voting ex officio non-voting member of the Board**
306 **of Directors, the Executive Committee, the Board Development Committee and**
307 **the Delegate Council. Move to III.11**

308 **2. Election, Terms, and Vacancies.**

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

312 **b. Terms.** ~~They Officers must will~~ be elected for a term of two **Governance Yyears**.
313 **The Governance Year is defined as from close of one Annual Meeting to the**
314 **close of the next Annual Meeting. or until their successor is elected. They Each is**
315 **permitted to serve no more than three consecutive terms in the same position**
316 **office. The term of office will begin at the close of the Annual Meeting at which**

317 ~~they are elected. Only after a lapse of one year is a person who reached the term~~
318 ~~limits eligible for reelection. After a lapse of one year, a person who reached term~~
319 ~~limits is eligible for election to the same position-office. An individual who has~~
320 ~~served more than half a term in an elected or appointed office-position will be~~
321 ~~considered to have served the full term for the purpose of determining eligibility~~
322 ~~to serve additional terms in that office or another position. (moved here from~~
323 ~~Article XIII)~~

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

333 **3. Duties and Responsibilities.**

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

- 348 **a. Chair:** The Chair of the Board of Directors ~~will-must:~~

- 349 **1.** be the principal elected officer of the Council;
350 **2.** preside at all meetings of the Delegate Council, the Board of
351 Directors, and the Executive Committee;
352 **3.** lead the Board of Directors in setting strategic direction and providing
353 oversight of the management and affairs of the Council;
354 **4.** ensure that the directions given by the Board of Directors and the
355 general direction established by the Delegate Council are put into
356 effect;
357 **5.** report to the Delegate Council and the Board of Directors on the
358 conduct and management of the affairs of the Council;
359 **6.** serve as an ex officio non-voting member of all committees
360 established by the Board of Directors except the Board Development
361 Committee; and

- 362 7. be responsible for performing other duties as assigned by the Board
363 of Directors or prescribed in other places in the Bylaws.
364 b. ~~.b. Vice Chair(s). The Vice Chairs will have such powers and perform such~~
365 ~~duties as assigned by the Board Chair.~~

366 **b. First Vice Chair.** The First Vice Chair ~~will must:~~

- 367 1. ~~Perform such duties as assigned by the Board Chair and~~
368 2. act as Board Chair ~~in the event of an absence or disability of the~~
369 ~~Board Chair, in meetings of the Delegate Council, the Board of~~
370 ~~Directors, and the Executive Committee in the absence or inability of~~
371 ~~the Board Chair to do so or when delegated the responsibility of~~
372 ~~presiding;~~
373 3. become Board Chair ~~for the remainder of the unexpired term in the~~
374 ~~event of a vacancy in the office of the Board Chair; and~~
375 4. perform **such** duties as assigned by the Board Chair.
376 c. **Secretary.** The Secretary ~~will be responsible for:~~ must:
377 i. ~~Giving notice of all meetings of the Delegate Council, the Board of~~
378 ~~Directors, and the Executive Committee, and for taking and keeping~~
379 ~~minutes of those meetings.~~
380 ii. ~~Custody of corporate books, records, and files, other than those~~
381 ~~specifically required to be kept by the Treasurer.~~
382 iii. ~~Perform such duties as assigned by the Board Chair.~~
383 1. ensure that proper notice is given for all meetings of the Delegate
384 Council, the Board of Directors, and the Executive Committee;
385 2. ensure that minutes of all meetings of the Delegate Council, the
386 Board of Directors, and the Executive Committee are kept; and
387 3. perform **such** other duties as assigned by the Board Chair.

388 **d. Treasurer.** The Treasurer ~~must:~~ will be responsible for:

- 389 iv. ~~Monitoring the control, receipt, and custody of all assets of Council.~~
390 v. ~~Monitoring disbursements as authorized by the Board of Directors.~~
391 vi. ~~Reporting the receipt, use, and disbursement of all financial assets of~~
392 ~~the Council.~~
393 vii. ~~The Treasurer will not chair any standing committee.~~
394 viii. ~~Perform such other duties as assigned by the Board Chair.~~
395 1. provide effective stewardship, **control**, and oversight of the Council's
396 finances and assets;
397 2. execute directives of the Board of Directors;
398 3. ~~The Treasurer will not chair any standing committee; and~~
399 4. perform **such** other duties as assigned by the Board Chair.

400 **4. Removal.** The Board of Directors may, by a ~~two-thirds~~ majority vote of the total
401 ~~membership of the Board of Directors~~ of all of the Board Members, remove any Officer
402 of the Board of Directors **when, in its judgment, the best interests of the Council would**
403 **be served with or without cause at any time.**

404 **ARTICLE V—BOARD OF DIRECTORS MOVE TO ARTICLE III**

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

- 406 **1. Membership.** There ~~will~~ **must** be a Board Development Committee of the
407 Council consisting of one Board Development Committee Chair and eight other
408 members referred to as Board Development Committee Members-at-Large. The
409 Board Development Committee Chair ~~will~~ **is** also ~~be~~ a voting member of the
410 Board of Directors. Of the Board Development Committee Members-at-Large,
411 three ~~will must~~ be ~~from among~~ members of the Board of Directors and five ~~will~~
412 ~~must~~ be Non-Board Members.
- 413 **2. Election, Terms, and Vacancies.**
- 414 **a. Election.** The Board Development Committee Chair and the Board
415 Development Committee Members-at-Large ~~will must~~ be elected by the
416 Delegate Council members at the Annual Meeting.
- 417 **b. Terms.** ~~They~~ The Board Development Committee ~~will must~~ be elected for a
418 term of two ~~Governance Y~~years,. The Governance Year is defined as from
419 close of one Annual Meeting to the close of the next Annual Meeting. ~~or until~~
420 ~~their successor is elected. They~~ The Each member of the Board Development
421 Committee ~~will~~ is permitted to serve no more than ~~two~~ three consecutive
422 terms in the same position. ~~The term of office will begin at the close of the~~
423 ~~Annual Meeting at which they are elected. Only after a lapse of one year is a~~
424 ~~person who reached the term limits eligible for reelection. After a lapse of~~
425 ~~one year a person who~~ **had** reached term limits is eligible for election to the
426 same position. An individual who **has** served more than half a term in an
427 elected **position or appointed office** will be considered to have served the full
428 term for the purpose of determining eligibility to serve additional terms in that
429 **office or another position.** (moved from Article XIII)
- 430 **c. Vacancies.** ~~The Board of Directors will have the power to fill vacancies in the~~
431 ~~Board Development Committee.~~ In the event of a vacancy in any position,
432 the vacancy must be filled by the Board of Directors for the remainder of the
433 term.
- 434 **3. Duties and Responsibilities.**
- 435 **a. Single Slate.** ~~At the Annual Meeting,~~ the Board Development Committee ~~will~~
436 ~~must~~ present ~~to the Delegate Council members at the Annual Meeting~~ a
437 single slate of nominees for Officers and ~~Directors-Members-at-Large~~ of the
438 Board of Directors, Girl Advisors to the Board of Directors, Board
439 Development Committee Chair, ~~and~~ Board Development Committee
440 Members-at-Large, ~~and Girl Delegates to the Delegate Council for election.~~
- 441 **b. National Council Delegates.** After notice of ~~the intentions of~~ GSUSA's
442 ~~intention~~ to hold a meeting of the National Council, the Board Development
443 Committee ~~will must also~~ present a single slate of nominees for **National**
444 **Delegates** and Alternates **Delegates** to the National Council. ~~The Delegate~~
445 ~~Council must vote on this slate at the Annual Meeting~~ **or a Special Meeting.**
- 446 **c. The Board Development Committee** is responsible for working with the
447 Board Chair to perform functions necessary to support a high performing
448 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 ~~will 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 electronically 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. **Removal.** The Board of Directors may, by a majority vote of all of the Board Members, remove any Member of the Board Development Committee, with or without cause, at any time.
7. **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. ~~T~~the individual is a registered member of Girl Scouts of Eastern Pennsylvania;
 - b. ~~W~~ritten consent of such individual has been secured; and
 - c. ~~T~~the qualifications-Nomination / Self-nomination Form of the person to be nominated ~~have 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 of Directors-at-Large appointed recommended 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.~~

- 494 **2. Duties and Responsibilities.** The Executive Committee ~~will have and may exercise~~
495 ~~has~~ the ~~powers authority~~ of the Board of Directors between meetings of the Board of
496 Directors, except that the Executive Committee ~~will does~~ not have the ~~power~~
497 ~~authority~~ to take any action which is contrary to or a substantial departure from the
498 direction established by the Board of Directors. The Executive Committee ~~will must~~
499 report actions taken to the Board of Directors at its next Board Meeting.
- 500 **3. Meetings and Notice.** The Board Chair, as deemed necessary, ~~or upon written~~
501 ~~request of at least 3 members of the Executive Committee,~~ may call meetings of the
502 Executive Committee. ~~Notice of the meeting will be given personally or by telephone,~~
503 ~~fax, or e-mail to each member of the Executive Committee not less than 24 hours~~
504 ~~before the meeting and will include the date, time, place, and purpose of the~~
505 ~~meeting.~~ Notice must be given no later than 24 hours before the meeting. Notice is
506 required to be given to **a each** person in writing personally, by mail, or by electronic
507 communication to the address supplied to the Council by that person for that
508 purpose. Such notice must specify the purpose, place, date and time of the meeting
509 and any other information required by the Pennsylvania Nonprofit Corporation Law
510 of 1988, as amended. (moved here from Article XII)
- 511 **4. Quorum.** A majority of the Executive Committee will constitute a quorum to transact
512 business. ~~At the discretion of the Board Chair, one or more persons may participate~~
513 ~~in the Executive Committee Meeting via electronic communication, by which all~~
514 ~~persons participating in the meeting can hear each other. Participation in the~~
515 ~~meeting in this way will constitute presence in person at the meeting.~~ All participants
516 must be present in person or linked **electronically** such that all members are able to
517 actively participate in the proceedings.

518 **ARTICLE VII FINANCE AND CONTROL OF ASSETS**

519 **FINANCE:**

- 520 **1. Fiscal Year.** The Board of Directors ~~will must~~ establish the fiscal year of the Council.
- 521 **2. Contributions.** Any contributions, bequests, devises, and gifts made to the Council
522 ~~will must~~ be accepted or collected as authorized by the policies established by the
523 Board of Directors.
- 524 **3. Financial Resources.** All funds of the Council ~~will must~~ be deposited to the credit of
525 the Council under such conditions and in such financial institutions as ~~will be are~~
526 designated by the Board of Directors.
- 527 **4. Budget.** ~~The Board of Directors must approve the annual operational and capital~~
528 ~~budgets. An annual budget of estimated income and expenditures will be approved~~
529 ~~and adopted by the Board of Directors.~~ No expenses or debts can be incurred in
530 excess of budgetary appropriations without the approval of the Board of Directors.
- 531 **5. Audits.** An ~~independent~~ certified public account~~anting~~ firm ~~will must~~ be retained by
532 the Board of Directors to conduct an annual examination and audit of the financial
533 accounts of the Council. A report of such examination and audit ~~will must~~ be
534 submitted to the Board of Directors. An annual financial report and copy of the audit
535 ~~will must~~ also be submitted to GSUSA and ~~will must~~ be available to the membership
536 and the public as prescribed by law.
- 537 **6. Financial Reports.** A summary of the financial ~~operations conditions~~ of the Council
538 ~~will must~~ be ~~made available presented annually~~ to the Members **of the Council** at the

Annual Meeting and made available to the public ~~in such form as the Board of Directors may determine as~~ prescribed by **law Pennsylvania Nonprofit Corporation Law of 1988, as amended.**

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, **including but not limited to Directors and Officers 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 X VIII 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-IX 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 who are present and voting.~~
3. ~~**Repeal.**~~

ARTICLE IX X 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,

- 583 in good faith, in a manner the Board Member reasonably believes to be in the best
584 interests of the Council and with such care, including reasonable inquiry, skill, and
585 diligence, as a person of ordinary prudence would use under similar circumstances.
- 586 2. In performing ~~her or his~~ **their** duties, a Board Member will be entitled to rely in good
587 faith on information, opinions, reports or statements, including, without limitation,
588 financial statements and other financial data, in each case prepared or presented by
589 any of the following:
- 590 a. one or more officers or employees of the Council whom the Board Member
591 reasonably believes to be reliable and competent in the matters presented;
 - 592 b. counsel, public accountants or other persons as to matters which the Board
593 Member reasonably believes to be within the professional or expert competence
594 of such person; or
 - 595 c. a committee of the Board of Directors upon which the Board Member does not
596 serve, duly designated in accordance with law, as to matters within its designated
597 authority, which committee the Board Member reasonably believes to merit
598 confidence.
- 599 3. A Board Member will not be considered to be acting in good faith if the Board
600 Member has knowledge concerning the matter in question that would cause ~~his or~~
601 ~~her~~ **their** reliance to be unwarranted.

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

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

616 **~~ARTICLE XIII PARTIAL TERMS~~** (move to each Section)

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

621 **~~PROVISO~~**

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

ARTICLE VIII XI INDEMNIFICATION MOVED to the last Article

~~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.~~

1. Representative Defined.

For purposes of this Article, "representative" means any Member of the Board of Directors or Officer of the Board of Directors but does not include any individual who is compensated by the Council for services as an Officer of the Council.

2. Mandatory Indemnification.

The Council shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Council, provided the Council shall have consented to such action on its behalf), by reason of the fact that he or she is or was a representative of the Council, or is or was serving at the request of the Council as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, the Council shall indemnify any representative seeking indemnification in connection with an action or

proceeding (or part thereof) initiated by that person only if that action or proceeding (or part thereof) was authorized by the Board of Directors or the Council is ordered to indemnify that person by a court of law. Furthermore, no indemnification shall be made under this Article in respect of any claim, issue, or matter as to which the representative has been adjudged to be liable to the Council unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Council is located or the court in which the action was brought determines that the representative is fairly and reasonably entitled to indemnity.

3. Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 2 shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in that Section. The determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- b. By the Delegate Council.

4. Advancing Expenses.

If authorized by the Board of Directors, the Council shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking, satisfactory in form and substance to the Board, by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Council as authorized in this Article or otherwise.

5. Coverage Exclusions.

No indemnification may be made by the Council under this Article or otherwise to or on behalf of any person to the extent that:

- a. The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- b. The Board of Directors determines that, under the circumstances and upon the advice of independent legal counsel, indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code or an act of self-dealing under section 4941 of the Internal Revenue Code, if applicable.

6. Duration and Extent of Coverage; Reliance and Modification.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Council and shall inure to the benefit of the heirs and personal representatives of that person. Each person

700 who shall act as a representative of the Council shall be deemed to be doing so in
701 reliance upon the rights provided by this Article. The duties of the Council to
702 indemnify and to advance expenses to a representative provided in this Article shall
703 be in the nature of a contract between the Council and the representative. No
704 amendment or repeal of any provision of this Article shall alter, to the detriment of
705 the representative, his or her right to the advance of expenses or indemnification
706 related to a claim based on an act or failure to act which took place prior to such
707 amendment or repeal.

DRAFT