



BYLAWS



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ARTICLE I | THE CORPORATION

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

ARTICLE II | MEMBERSHIP AND DELEGATE COUNCIL

1. **Membership.** The Members of the Council will be members of Girl Scouts of the USA (GSUSA), age 14 or older, and currently registered through the Council.
2. **Delegate Council.** The Council will 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, if any, as determined by the Board of Directors.
 - c. **Board and 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.
 - d. **Girl Advisors.** Girl Advisors to the Board of Directors.
 - e. **Girl Delegates.** Girl Delegates elected as determined annually by the board.
3. **Composition.** The ratio of Delegates elected by the Service Unit [see 2.a above] and any additional Delegates determined by the Board of Directors [see 2.b above] to Members of the Board of Directors and Members of the Board Development Committee [see 2.c above] will be 5:1. The ratio of Girl Delegates (see 2.e) above to Members of the Board of Directors and Members of the Board Development Committee (see 2.c above) will be 1:1.
4. **Election, Quorum, Terms, and Vacancies of Delegates.** Service Units are geographically defined operational units to support delivery of services as determined annually by management. Each Service Unit will elect one Delegate and one Alternate Delegate from Members in such Service Unit, age 14 or older, to serve on the Delegate Council. Additional elected Delegates, if any, will be determined by the Board of Directors annually.
 - a. **Election and Quorum.** Service Unit Delegates and Service Unit Alternate Delegates will be elected 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.

- b. **Terms.** Delegates and Alternate Delegates will be elected for a term of one year, or until their successor is elected. They will 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 eligible for reelection. The term of office will begin at the close of the next Annual Meeting.
 - c. **Vacancies.** An Alternate Delegate may vote at the Annual or Special Meeting in place of a Delegate from that Service Unit who cannot attend. An Alternate Delegate may fill the vacancy of a Delegate who cannot complete his or her term. In the case of a vacancy, a special election may be held to fill the vacant Delegate or 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.
5. **Girl Delegate Terms.** Girl Delegates will be elected for a term of one year and serve no more than three consecutive terms in the same position. The term of office will begin at the close of the Annual Meeting.
6. **Duties and Responsibilities.** The duties of the Delegates 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 and the Delegates to the National Council of GSUSA.
 - b. Approve Amendments to the Bylaws and to the Articles of Incorporation.
 - c. Take all other actions requiring a vote of the Council and conduct other business which may come before the Council.
 - d. Determine 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 of the Delegate Council will be held at such time and place as determined by the Board of Directors between April 1 and June 1. 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.

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 be called by the Board Chair within 30 days, upon written request of 30% of the Delegates, or 2/3 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.
9. **Quorum.** 40% of the Delegates will be present at any Annual or Special Meeting to constitute a quorum to transact business.
10. **Voting Procedures.** Each Delegate present will have one vote. Election will 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. All other matters will be 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 | THE BOARD DEVELOPMENT COMMITTEE

1. **Membership.** There will 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 also be a voting member of the Board of Directors. Of the Board Development Committee Members-at-Large, three will be from among members of the Board of Directors and five will 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 be elected by the Delegate Council members at the Annual Meeting.
- b. **Terms.** They will be elected for a term of two years, or until their successor is elected. They will serve no more than two 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.

- c. **Vacancies.** The Board of Directors will have the power to fill vacancies in the Board Development Committee.

3. Duties and Responsibilities.

- a. **Single Slate.** The Board Development Committee will present to the Delegate Council members at the Annual Meeting a single slate of nominees for Officers and 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.
- b. **National Council Delegates.** After notice of the intentions of GSUSA to hold a meeting of the National Council, the Board Development Committee will also present a single slate of nominees for National Delegates and Alternate Delegates to the National Council.
- 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 candidates in a strategic and intentional manner;
 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.
4. **Quorum.** A majority of members of the Board Development Committee will 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 each other. Participation in the meeting in this way will constitute presence in person at the meeting.

5. **Attendance at Meetings.** If a member of the Board Development Committee is absent for three consecutive meetings, the member's term will 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:
 - a. The individual is a registered member of Girl Scouts of Eastern Pennsylvania.
 - b. Written consent of such individual has been secured.
 - c. The qualifications of the person nominated have been submitted to the Board Development Committee Chair, at the Council Office, at least 7 days before the Annual Meeting.

Article IV | Officers

1. Membership.

- a. **Elected Officers.** The Officers of the Council will be a Chair of the Board of Directors (Board Chair), First Vice Chair, one or more Vice Chairs, a Secretary, and a Treasurer.
- b. **Chief Executive Officer.** The Chief Executive Officer (CEO) will be an employee of the Council, appointed by the Board of Directors, and will serve an indefinite term, subject to removal for cause by the Board of Directors. The CEO is a non-voting ex officio member of the Board of Directors, the Executive Committee and the Delegate Council.

2. Election, Terms, and Vacancies.

- a. **Election.** The Board Chair, Vice Chairs, Secretary, and Treasurer will be elected together in the same year by the Delegate Council members at the Annual Meeting.
- b. **Terms.** They will be elected for a term of two years, or until their successor is elected. They will 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.

- 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. In the event of a vacancy in the position of the Board Chair, the First Vice Chair will 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:
 1. Preside at meetings of the Council, the Board of Directors, and the Executive Committee.
 2. 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.
 3. Be an *ex officio* member of all committees and task forces established by the Board of Directors, except the Board Development Committee, and appoint all committee and task group chairs.
 4. Be responsible for convening the organizational meeting of the Board Development Committee annually.
 5. Be responsible for performing other duties as assigned by the Board of Directors or prescribed in other places in the Bylaws.
- b. **Vice Chair(s).** The Vice Chairs will have such powers and perform such duties as assigned by the Board Chair.
- c. **First Vice Chair.** The First Vice Chair will perform such duties as assigned by the Board Chair and act as Board Chair in the event of an absence or disability of the Board Chair, and will become Board Chair in the event of a vacancy in the office of the Board Chair.
- d. **Secretary.** The Secretary will be responsible for:
 1. Giving notice of all meetings of the 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.

e. Treasurer. The Treasurer will be responsible for:

1. Monitoring the control, receipt, and custody of all assets of Council.

2. Monitoring disbursements as authorized by the Board of Directors.

3. Reporting the receipt, use, and disbursement of all financial assets of the Council.

4. The Treasurer will not chair any standing committee.

5. Perform such other duties as assigned by the Board Chair.

f. Chief Executive Officer. The Chief Executive Officer (CEO) will be:

1. Accountable to the Board of Directors and will perform such duties as are assigned by the Board of Directors, through the Board Chair.

2. Responsible for all operations of the Council and will have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors.

3. Provide advice and support to the Board of Directors, the Delegates, and other committees.

4. 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, and the Delegate Council.

5. Will be a non-voting member of the Board of Directors, the Executive Committee and the Delegate Council.

6. 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 vote of the total membership of the Board of Directors, remove any Officer, when, in its judgment, the best interests of the Council would be served.

ARTICLE V | BOARD OF DIRECTORS

1. Membership. The Board of Directors will consist of at least 20 members and no more than 25 members and will include each of the Officers, and the Board Development Committee Chair. The remaining members of the Board of Directors will be called Members-at-Large.

2. Election, Terms, and Vacancies.

a. Election. The Members-at-Large will be elected by the Delegate Council members at the Annual Meeting.

b. Terms. They will be elected for a term of two years, or until their successor is elected. They will 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. Regardless of the number of consecutive terms any person will have served as a Member-at-Large, such person will be eligible to be elected an Officer of the Board of Directors.

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

3. Duties and Responsibilities. The Board of Directors will:

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.

d. Ensure compliance with all state, federal, and other laws and regulations applicable to non-profit organizations in Pennsylvania.

e. Establish such standing committees, special committees, or task force groups, as it deems necessary.

f. Ensure that the Council meets the Charter requirements of GSUSA.

g. 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 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 will hold no less 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 will 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 will 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.

7. Quorum.

A majority of the Board of Directors will 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.

8. Removal.

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

9. Girl Advisors.

A minimum of two and a maximum of three Girl Members of the Council will serve as non-voting Girl Advisors to the Board of Directors and will be Delegate Council members.

a. Election, Terms, and Vacancies.

- i. **Election.** The Girl Advisors will be elected by the Delegate Council members at the annual meeting.

- ii. **Terms.** They will be elected for a term of one year. They will 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.

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

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

10. Voting Procedures.

Each Board Member present will have one vote.

11. 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 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 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.

ARTICLE VI | EXECUTIVE COMMITTEE

1. Membership.

The Executive Committee will include the Officers of the Council and two Board Members-at-Large appointed by the Board Chair and approved by the Board of Directors for a term of one year. The CEO will be a non-voting member of the Executive Committee.

2. Duties and Responsibilities.

The Executive Committee will have and may exercise the powers of the Board of Directors between meetings of the Board of Directors, except that the Executive Committee will not have the power 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 report actions taken to the Board of Directors at its next Board Meeting.

3. **Meetings and Notice.** The Board Chair, as deemed necessary, 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.
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.

ARTICLE VII | FINANCE AND CONTROL OF ASSETS

1. **Fiscal Year.** The Board of Directors will establish the fiscal year of the Council.
2. **Contributions.** Any contributions, bequests, and gifts made to the Council will be accepted or collected as authorized by the policies established by the Board of Directors.
3. **Financial Resources.** All funds of the Council will be deposited to the credit of the Council under such conditions and in such financial institutions as will be designated by the Board of Directors.
4. **Budget.** 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.** A certified public accountant will 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 be submitted to the Board of Directors. An annual financial report and copy of the audit will also be submitted to GSUSA and will be available to the membership and the public as prescribed by law.
6. **Financial Reports.** A summary of the financial operations of the Council will be made available annually to the Members, and to the public in such form as the Board of Directors may determine.
7. **Property.** Except for troop/group property, all property will be titled in the name of Council.

8. **Signatures.** Approvals of signatures 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 and securities of the Council will be bonded.
10. **Legal Counsel.** Independent legal counsel will 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.

ARTICLE VIII | INDEMNIFICATION

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 stand in a fiduciary relation to the Council and will perform her or his 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 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 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 the power, by a majority vote, to recommend amendments to the Bylaws and the Articles of Incorporation to the Delegate Council members.
2. **Delegates.** The Delegate Council members will have the power to amend, alter, or repeal the Bylaws and Articles of Incorporation and to adopt new Bylaws and Articles of Incorporation by a vote of two-thirds of the Delegate Council members, provided notice of such proposal has been included with the notice of the meeting at which the vote is to occur.
3. **Repeal.** The Bylaws and Articles of Incorporation may be repealed in their entirety and newly adopted Bylaws or Articles may be enacted in their entirety without the necessity of individual action section by section.

ARTICLE XII | NOTICE OF MEETING

Whenever written notice is required to be given to any person, it may be given to such person 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, to that person's address appearing on the books of the Council, or supplied by that person to the Council for the 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 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

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, 2017, will end at the conclusion of the May 6, 2017, Annual Meeting and terms that should end June 30, 2018, will end at the conclusion of the 2018 Annual Meeting.

HEADQUARTERS

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REGIONAL OFFICES

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Girl Scouts of Eastern Pennsylvania is committed to a strong, vibrant and accessible Council governance model built on an outstanding partnership between our Board of Directors, Delegate Council, members and staff.

For more information about our governance,
go to gsep.org and click on “Governance.”





**Girl Scouts builds girls of courage, confidence,
and character who make the world a better place.**

*Serving girls in Berks, Bucks, Carbon, Chester, Delaware, Lehigh,
Montgomery, Northampton, and Philadelphia counties.*

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