

GIRL SCOUTS OF WESTERN WASHINGTON BYLAWS

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Girl Scout Council Bylaws

General Information and Terminology

Each Girl Scout council is a nonprofit corporation. The nonprofit corporation files articles of incorporation with the state, according to the rules of the state.

Bylaws are the basic rules made by a corporation to regulate its affairs. In bylaws for Girl Scout councils, we refer to the corporation as “the council” and we refer to those who have voting rights for the corporation as the “members” of the council.

This can be very confusing because these two words, council and member, are also used in many other ways as described below.

	Bylaws	General Use
Council	<ul style="list-style-type: none"> • The membership body of the corporation, in meeting assembled. • This is necessary to identify the body incorporated by the state and the body chartered by Girl Scouts of the USA as being one and the same organization, requiring only one set of bylaws. 	<ul style="list-style-type: none"> • The organized body chartered by Girl Scouts of the USA to develop, manage, and maintain Girl Scouting within a defined jurisdiction. • The phrase, Girl Scout council, is used to broadly describe the local council jurisdiction and all girls and adults registered with the Girl Scout movement and living in the local area. • Some people even use the word “council” in a very narrow sense to refer to a Girl Scout building or to Girl Scout staff members.
Members	<ul style="list-style-type: none"> • The bylaws designate who the members of the corporation are. They include delegates elected by service units, the council nominating committee, the council board of directors, and past presidents of the council. 	<ul style="list-style-type: none"> • Girls and adults registered with the Girl Scout movement and residing within the area specified in the charter from Girl Scouts of the USA. • Includes lifetime members who reside within the local council jurisdiction.

Because it is important that bylaws are precise, the composition of bylaws requires the use of language somewhat different from that used in ordinary conversation.

Bylaws contain only essential information and only those provisions that can be changed by the membership of the corporation (council) through a bylaws amendment, with the exception of requirements for election of National Council delegates.

More information about how some of the provisions of the bylaws will be implemented will be found in standing rules. Standing rules are those rules related to details of administration rather than to parliamentary procedure.

ARTICLE I THE COUNCIL

1. Corporation:

The corporation shall be known as Girl Scouts of Western Washington and referred to herein as the council.

2. Membership:

For purposes of Chapter 24.03.065 of the Revised Code of Washington (Washington Nonprofit Corporation Act), the members of the council shall be members of the Girl Scout movement, 14 years of age or over registered through the council. Membership of the council shall consist of:

- a. Delegates elected by service units as set forth in Section 3 of this article.
- b. The members of the board of directors and members of the council nominating committee all of whom shall be members ex officio of the council.
- c. Past Presidents of the council or of Girl Scouts – Pacific Peaks Council or Girl Scouts – Totem Council, all of whom shall be members ex officio of the council.

The total number of members shall not be less than 150, at least two-thirds of whom must be elected by service units. Except for ex officio members, all members shall hold membership only for the term to which they have been elected and only for as long as they are registered through the council.

3. Election of Delegates:

Each service unit shall be entitled to elect delegates and persons to become delegates for the unexpired term should vacancies occur.

The number of delegates shall be based on the girl membership of the previous September 30, according to a formula established and administered by the board of directors. Regardless of the number of girls in a service unit, every service unit shall be entitled to elect a minimum of two delegates.

Delegates and persons to become delegate should vacancies occur shall be elected for a term of one year or until their successors are elected.

Quorum: Twice the number of delegates the service unit is entitled to elect plus one shall constitute a quorum for the election of delegates.

4. Responsibilities:

The members of the council shall:

- a. Elect the officers of the council, the members-at-large of the board of directors, the members of the council nominating committee, and the delegates and persons to fill vacancies among delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America.

- b. Determine general lines of direction for Girl Scouting within the jurisdiction of the council by receiving and responding to reports and information from the board of directors.
- c. Amend the articles of incorporation and bylaws of the council.
- d. Take all other action requiring a membership vote.
- e. Conduct such other business as may, from time to time, come before the members.

5. Annual Meeting:

The annual meeting of the council shall be held in January, February, or March at such time and place as may be determined by the board of directors. Notice of time, place and date of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be given personally or mailed to each member of the council not more than 50 and not less than 30 days before the meeting. The failure to hold an annual meeting at the time stated in these bylaws does not affect the validity of any corporate action.

6. Special Meetings:

Special meetings of the council shall be called by the president, within 14 days, upon written request of two-thirds of the members of the board of directors or of 25 percent of the members of the council, provided that at least a majority of the service units are represented, for any purpose within the council, at any time. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of time, place and purpose of the meeting shall be given personally, or mailed to the council member's address as it appears upon the books of the council, or to the address last made known in writing to the council by the member. Notice must be given no more than 50 days and not less than 10 days before the meeting.

7. Quorum:

Twenty-five percent of the members of the council shall be present to constitute a quorum for the transaction of business, provided, however, that a majority of the service units shall have at least one of their elected delegates present at such meeting.

8. Voting Procedures:

Each council member present in person shall be entitled to one vote. Election shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or parliamentary authority.

ARTICLE II NOMINATING COMMITTEE

1. Composition:

There shall be a nominating committee of nine members, of whom three shall be elected from among members of the board. The chair, if not already elected to the board, shall be ex officio a member of the board. The majority of the nominating committee shall be non-board members.

2. Election, Terms, and Vacancies:

Members of the nominating committee shall be elected by the members of the council for a term of three years, or until their successors are elected, and shall not be eligible again for nominating committee membership until after a lapse of three years.

Terms of office shall begin at the close of the annual meeting at which elections are held.

The board of directors shall have the power to fill vacancies in the nominating committee until the next annual meeting of the council.

3. Non-Participating Nominating Committee Member:

Any nominating committee member who is absent from three consecutive entire nominating committee meetings without explanatory notification to the chair of the nominating committee shall be considered to have resigned and, upon approval by a majority vote of the members of the nominating committee present and voting at any regular meeting of the nominating committee, the member shall be notified to this effect.

4. Selection and Term of Chair:

The chair of the nominating committee shall be appointed by the president at the close of the annual meeting from among the nominating committee members for a term of one year and may serve only one term as chair. The chair, if not already elected to the board of directors, shall be ex officio a member of the board. A vacancy in the office of the chair shall be filled by the president from among the nominating committee members for the remainder of the unexpired term.

5. Quorum:

A majority of the members of the nominating committee shall be present in person to constitute a quorum for the transaction of business; provided that the number of elected board members does not exceed the number of non-board members. Members may participate in a meeting by using conferencing technology that enables all persons participating in the meeting to listen to and participate in the conduct of the meeting. Participation by such a method constitutes presence at the meeting.

6. Responsibilities:

The nominating committee shall present at the annual meeting of the council a single slate of nominees for each of the following:

- a. Officers of the council
- b. Members at large of the board of directors
- c. Nominating committee members.

At the annual meeting of the council held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the nominating committee shall, in addition, present a single slate of nominees for delegates to the National Council and a single slate of nominees to fill vacancies among elected delegates should vacancies occur.

The nominating committee shall ensure that nominees meet the eligibility requirements of these bylaws and shall have given written consent for nomination.

7. Nominations from the Floor:

Nominations from the floor for each of the above categories of nominees may be made at the annual meeting of the council provided that the eligibility of the individuals so nominated has been established, as determined by these bylaws, and written consent secured from such individuals and submitted, with their qualifications, to the nominating committee chair at least 48 hours before the beginning of the meeting.

ARTICLE III PARTIAL TERMS

A person who has served more than half of a specific term in an office, as that specific term is set forth in these bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE IV OFFICERS

1. Number and Title:

The officers of the council shall be the president, who shall have the working title of chair of the board; the first and second vice presidents, who shall have the working titles of vice chairs; the secretary; the treasurer; and the chief executive officer who shall serve ex officio without privilege of vote.

2. Election and Term and Vacancies:

- a. The officers shall be elected by the members of the council for a term of three years, or until their successors are elected. Terms of office shall begin at the close of the annual meeting at which the elections are held. The term of office of approximately one-third of the officers shall expire at each annual meeting of the council.

No person shall serve as a member of the board of directors for more than four consecutive terms as an officer, member-at-large, or any combination thereof, with the additional stipulation that no person shall serve more than two terms as chair president.

A vacancy among the officers, other than that of president, shall be filled by the board of directors until the next annual meeting of the council. In the event of a permanent vacancy, as determined by the board of directors, in the office of the president, the vice presidents will succeed in order of their rank for the remainder of the unexpired term.

- b. The chief executive officer shall be appointed by the board to hold office at its pleasure.

3. Duties:

- a. *President:* The president shall be the chief corporate officer of the council and shall preside at all meetings of the council, the board of directors, and the executive committee; shall be ex officio a member of all committees and task groups established by the board; and, in general, shall perform all duties incident to the office of the president and such other duties as may be assigned by the board of directors or prescribed elsewhere in these bylaws.
- b. *Vice Presidents:* In the temporary absence of the president, the vice presidents in order of their rank, followed by the secretary then the treasurer, shall preside at meetings of the council, the board and the executive committee. The vice presidents shall have such other powers and perform such other duties as may be assigned by the president.
- c. *Secretary:* The secretary shall be responsible for seeing that notices are issued of all meetings of the council, the board of directors, and the executive committee and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of the corporate books, records and files, and shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president or the board of directors.
- d. *Treasurer:* The treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the council; monitoring disbursements as authorized by the board of directors; reporting receipt, use and disbursements of all assets of the council. The treasurer shall be an ex officio member of the finance committee, if such committee exists. The treasurer shall exercise the powers and perform such other duties as may be assigned by the president or board of directors.
- e. *Chief Executive Officer:* The chief executive officer shall be responsible for providing advice and assistance to the council, the board of directors, the president and other officers, and the committees; and shall be responsible for managing the total operations of the council. The chief executive officer shall have such other powers and perform such other duties as may be provided by the board of directors. The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

4. Removal:

An elected officer may be removed, with or without cause, by a vote of two-thirds majority vote of the members in attendance at a meeting of the council.

ARTICLE V BOARD OF DIRECTORS

1. Powers, Responsibilities, and Accountabilities:

The corporate business and affairs of the council shall be governed under the direction of the board of directors, except as may be otherwise provided in these bylaws or by the articles of incorporation or as provided in the Washington Nonprofit Corporation Act (Chapter 24.03 of the RCW). Each director shall perform the duties of a director in good faith, in a manner that such director believe to be in the best interests of the council, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

2. Composition:

The board of directors shall consist of persons who have attained the age of legal majority. The board of directors shall consist of the officers of the council, and in addition, a minimum of 13 and a maximum of 35 directors, herein called members at large.

The chair of the nominating committee, if not elected to the board of directors otherwise, shall be ex- officio a member of the board of directors.

Two to four members of the community may be elected for a term of three years to serve in a non-voting advisory capacity.

3. Election and Term:

The members at large shall be elected by the members of the council for a term of three years, or until their successors are elected. Terms of office shall begin at the close of the annual meeting at which the elections are held. The term of office of one-third of the members at large shall expire at each annual meeting of the council.

No person shall serve as a member of the board of directors for more than four consecutive terms as an officer, member-at-large, or any combination thereof, with the additional stipulation that no person shall serve more than two terms as ~~chair~~ president.

4. Vacancies:

Except as provided for in Article IV, Section 2, of these bylaws, vacancies in the board of directors occurring by death, resignation, creation of new directorships, or otherwise, shall be filled until the next annual meeting of the council by the majority vote of the remaining directors then in office, though less than a quorum at any meeting of the board of directors called for that purpose.

5. Non-participating Member of the Board:

Notwithstanding any contrary provision of state law governing removal of directors, any board member who is absent from two consecutive entire board meetings without explanatory notification to the president shall be considered to have resigned and, upon approval by two-thirds of the members present and voting at any regular meeting of the board of directors, shall be notified to this effect.

6. Removal, With or Without Cause:

A director may be removed, with or without cause, by a vote of two-thirds majority vote of the members of the board in attendance at a meeting.

7. Regular Meetings:

Regular meetings of the board shall be held at such time and place as may be determined by resolution of the board, except that the board shall meet no less than four times each year. Notice of time, place and purpose of each meeting shall be provided to each director by mail, electronic methods, phone call, messenger, or personal contact not less than seven (7) days before the meeting.

8. Special Meetings:

Special meetings may be called by the president. In addition, special meetings shall be called by the president within ten days upon written request of one-third of the voting members of the board. The purpose of such meetings shall be stated with the request, and no other business shall be transacted except that for which the meeting has been called. Notification of special meetings shall be given no less than seven (7) days prior to the time of the meeting.

9. Quorum:

A majority of the voting members of the board shall be present in person to constitute a quorum for the transaction of business. Members may participate in a meeting by using conferencing technology that enables all persons participating in the meeting to listen to and participate in the conduct of the meeting. Participation by such a method constitutes presence at the meeting.

**ARTICLE VI
BOARD COMMITTEES**

1. Establishment:

The board of directors may establish such standing committees and/or special committees/ task groups as it deems necessary, and, except as set forth in Article VII below with respect to the executive committee, each of which shall consist of two or more directors.

2. Composition and Appointment:

The council president shall appoint the chair and the members of committees with the approval of the board.

**ARTICLE VII
EXECUTIVE COMMITTEE**

1. Composition:

The executive committee shall include the officers of the council, and four (4) directors elected by the board of directors from among its members. The council president shall be chair of the executive committee. The chief executive officer shall be ex officio a member without a vote.

2. Responsibilities:

The executive committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business, or policy of the council including the election, appointment or removal of any member of a board committee or any director or officer of the council. The executive committee shall submit to the board reports on all action taken.

3. Meetings:

Meetings of the executive committee shall be called by the chair as needed. Notice of time, place and purpose of the meeting shall be given each member of the executive committee not less than 24 hours before the meeting.

4. Quorum:

Two-thirds of the members of the executive committee must be present in person to constitute a quorum for transaction of business. Members may participate in a meeting by using conferencing technology that enables all persons participating in the meeting to listen to and participate in the conduct of the meeting. Participation by such a method constitutes presence at the meeting.

ARTICLE VIII DELEGATE SYSTEM

1. Geographic Subdivisions for the Delegate System:

Geographic subdivisions, known as service units, shall provide the structure for the election of delegates and for policy-influencing.

2. Membership:

Each member of the Girl Scout movement, 14 years of age and over, residing or actively engaged in the geographic subdivision shall be a member of the service unit.

3. Meetings:

The service unit shall meet to fulfill the duties of the delegate system at least once each year. Notice of the time, place, and agenda for meetings related to the delegate system shall be provided to all members of the service unit at least ten days before the meeting.

4. Service Unit Responsibilities for the Delegate System:

- a. To elect delegates from among the members of the service unit, one of whom shall be elected as lead delegate, and persons to become delegates should vacancies occur;
- b. To present views of the service unit to the delegates for referral to the board of directors and to receive delegates' reports;
- c. To consider proposed plans, policies, and other matters referred to the service unit by the board of directors;
- d. To submit proposals to the board of directors for improving the quality of Girl Scouting;
- e. To refer names of qualified people to the council nominating committee;
- f. To perform such other duties as may be delegated by the board of directors.

5. Duties of the Lead Delegate:

The lead delegate shall:

- a. Conduct the election of delegates;
- b. Convene as necessary, the delegates elected by the service unit to prepare for issues to be considered by delegates and for reports to service unit members.
- c. Ensure that the service unit receive delegate reports on plans, policies, and other matters referred to it by the board of directors and that service unit feedback is reported to the board of directors or designee.

ARTICLE IX NATIONAL COUNCIL DELEGATES

National Council Delegates whom the council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the members of the council at a meeting held in the year of the regular meeting of the National Council.

The board of directors, or the president, in the absence of a meeting of the board, shall fill vacancies from among the persons elected to fill National Council Delegate vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the board of directors, or the president, in the absence of a meeting of the board, shall have the power to fill vacancies among the council delegates until the next meeting of the council.

National Council Delegates shall be citizens of the United States of America; shall be elected from the members of the Girl Scout movement in the United States of America who are 14 years of age or over and who are registered through the council with Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election, or until their successors are elected.

ARTICLE X FISCAL RESPONSIBILITIES

1. Fiscal Year:

The fiscal year of the council shall be established by the board of directors.

2. Contributions

Any contributions, bequests, and gifts made to the council shall be accepted or collected as authorized by resolution of the board of directors. Policies for accepting contributions must be established by the board.

3. Depositories:

All funds of the council shall be deposited to the credit of the council, under such conditions and in such banks as shall be designated by the board of directors.

4. Approved Signatures:

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the council shall be provided by resolution of the board of directors.

5. Bonding:

All persons having access to, or major responsibility for, the handling of monies and securities of the council shall be bonded, as provided by resolution of the board of directors.

6. Budget:

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.

7. Audits:

An independent certified public accountant shall be retained by the board of directors to make annual and spot examinations of the financial accounts of the council. A report of all examinations shall be submitted to the board of directors and to Girl Scouts of the United States of America.

8. Financial Reports:

A summary report of the financial operations of the council shall be made at least annually to the membership, and to the public, in such form as the board of directors shall provide.

9. Legal Counsel:

To the extent the board of directors deems necessary, independent legal counsel shall be retained by the board of directors to provide legal services including, but not limited to:

- a. Assist to ensure compliance with federal and state requirements;
- b. Review and advise on any, and all, legal instruments the council executes, such as leases, contracts, property purchases, or sales;
- c. Review and advise on any official statement developed for the media.

10. Investments:

The council shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest any funds held by it, according to the policies established by the board of directors.

11. Property:

Property, equipment and funds owned by Girl Scout groups shall be held in the name of the council and shall revert to the council for distribution in the event of dissolution of troops/groups or service units.

**ARTICLE XI
INDEMNIFICATION**

The council shall indemnify directors and officers 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.

**ARTICLE XII
STANDING RULES**

Standing rules shall be adopted and/or amended by the board of directors for the purpose of implementing the bylaws.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the council, board of directors, executive committee, and all committees, subject to the laws of the state, the articles of incorporation, these bylaws and any special rules of order adopted by the organization.

**ARTICLE XIV
AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the members of the council present and voting at any meeting of the council, provided that the proposed amendment shall have been included in the notice of the meeting.