



# **BYLAWS**

*(As Amended April 22, 2017)*



# BYLAWS

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## ARTICLE 1: THE CORPORATION

1. **Corporate Name.** The Corporation shall be known as the Girl Scouts in the Heart of Pennsylvania, and shall be referred to herein as “the Corporation.”
2. **Membership.** Members of the Corporation (each a “Corporate Member” and collectively, the “Corporate Members”) shall be those persons who are (i) registered members of Girl Scouts of the USA (“GSUSA”), (ii) 14 years old and older, and (iii) currently registered through the Corporation. Corporate Members shall have the right to select certain Delegates of the Corporation as set forth in Section 3 of this Article 1.
3. **Delegates.** Delegates of the Corporation (“Delegates”) shall consist of the following persons:
  - a. Those members elected by Service Units as set forth in Section 5 of this Article 1.
  - b. Members-at-large of the Board of Directors of the Corporation (the “Board of Directors”), the corporate officers (with the exception of the Chief Executive Officer) and the Board Development Committee.
  - c. National Council Delegates of the Corporation not otherwise Delegates of the Corporation so long as they remain Delegates to the National Council.
  - d. Other persons as may be elected by the Delegates.

Employed staff shall not be Delegates. Delegates shall serve only for the term to which they have been elected and for so long as they are registered through the Corporation.

4. **Geographic Subdivisions.** For the purpose of election of Delegates, the Board of Directors will ratify geographic subdivisions recommended by the Chief Executive Officer; the subdivisions shall be called Service Units.
5. **Election, Term and Vacancies of Delegates.** Each Service Unit shall be entitled to elect Delegates and alternate Delegates for unexpired term should vacancies occur. Delegates must be Corporate Members and must live, work or serve as a volunteer in the Service Unit from which they are elected. The total number of Delegates to be elected by each Service Unit shall be based on girl membership of the Corporation as of September 30 of the preceding year 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 at least one (1) Delegate. Delegates shall be elected for a term of one (1) year or until their successors are elected. Delegates may serve up to two (2) consecutive terms and are not eligible for reelection thereafter until a lapse of one (1) year. Delegates will serve a one year term that runs concurrently with the fiscal year. (October 1 – September 30) Election of Delegates shall be held in the first Service Unit meeting following the Annual Meeting. All Corporate Members that live, work or serve as a volunteer in a Service Unit may vote in the election of Delegates for one such Service Unit. Representation by at least twenty-five percent (25%) of the troops and groups of the Service Unit shall constitute a quorum for election.
6. **Responsibilities.** The Delegates shall attend meetings of the Corporation, and shall:

- a. Elect the officers of the Corporation, the members-at-large of the Board of Directors, the members of the Board Development Committee, and the Delegates and persons to fill vacancies among Delegates, should vacancies occur, to the National Council of GSUSA.
- b. Approve any merger, conversion, dissolution or liquidation of the Corporation.
- c. Determine the general lines of direction for Girl Scouting within the jurisdiction of the Corporation by receiving and responding to reports and information from the Board of Directors.
- d. Amend the Articles of Incorporation and bylaws, in accordance with Article 14 of these bylaws.
- e. Take all other action requiring a membership vote.
- f. Conduct such other business as may, from time to time, come before the Delegates.

**7. Annual Meeting.** The regular meeting of the Corporation, known as the Annual Meeting, will be held once each calendar year at a time and place determined by the Board of Directors. Notice of the time, place and purpose of the meeting together with the slate of nominees of all offices or positions to be filled pursuant to these bylaws, shall be distributed to each Delegate not less than thirty (30) days before the Annual Meeting either personally, by US mail to the Delegate's address as it appears on the books of the Corporation, electronically by electronic mail ("e-mail") transmission to the e-mail address appearing on the books of the Corporation, or by facsimile to the fax number last made known to the Corporation by such Delegate. Attendance by a Delegate may be in person or via a webinar/conferencing format.

Nominations may be made from the floor at the Annual Meeting provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and that the written consent of such individuals has been secured and submitted with their qualifications to the board development chair at least ten (10) business days before the Annual Meeting.

**8. Member Proposals.** All items to be submitted by a Corporate Member for consideration by the Corporation at the Annual Meeting must be submitted in writing to the Chair of the Board not less than one hundred (100) days prior to the Annual Meeting. The Board of Directors shall determine whether such proposals relate to matters that should properly be acted on by the Corporation.

**9. Special Meetings.** The Chair of the Board may call a special meeting of the Corporation at any time. Special meetings shall be called by the Chair of the Board, or by written request of two-thirds (2/3) of the members of the Board of Directors or of twenty-five percent (25%) of the Delegates. Special meetings shall be held within fourteen (14) days of being called by the Chair or the Board as provided in the previous sentence. The purpose of such special meeting shall be limited to the legitimate business of the membership of the Corporation and shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be distributed to each Delegate not less than ten (10) days before the meeting either personally, by US mail to the Delegate's address as it appears on the books of the Corporation, by e-mail transmission to the e-mail address appearing on the books of the Corporation, or by facsimile to the fax number last made known to the Corporation by such Delegate.

- 10. Quorum.** Twenty-five percent (25%) of the Delegates including at least one (1) delegate from a majority of the Service Units shall be present at any Annual Meeting or special meeting to constitute a quorum for the transaction of business.
- 11. Voting Procedures.** Each Delegate present shall be entitled to one (1) vote. Contested elections shall be by written ballot and uncontested elections may be decided by voice or other means. A plurality of votes cast shall elect. In the event of a tie vote in an election, a second ballot will be required. All other matters shall be determined by a majority vote of the Delegates present.

## **ARTICLE 2: BOARD DEVELOPMENT COMMITTEE**

- 1. Composition.** There shall be a Board Development Committee of the Corporation consisting of five (5) to seven (7) members. At least two (2) committee members shall be current members of the Board of Directors and a majority of the committee shall be non-members of the Board of Directors. The Chief Executive Officer shall serve ex-officio without vote.
- 2. Method of Election, Terms and Vacancies.** Members of the Board Development Committee shall be elected by the Delegates for a term not to exceed two (2) years, or until their successors are elected. Committee members can serve up to two (2) terms and shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. The term for Board Development Committee members shall run concurrently with the fiscal year (October 1 – September 30). The Chair of the Board shall have the power to appoint members to fill vacancies on the committee until the next Annual Meeting of the Corporation.
- 3. Selection and Term of the Board Development Committee Chair.** The chair of the committee shall be appointed by the Chair of the Board from members of the committee for a term of one (1) year or until a successor is appointed and may serve no more than two (2) consecutive terms and is not eligible to serve as chair again until after a lapse of one (1) year. The chair of the committee, if not already a member of the Board of Directors, shall be an ex-officio member of the Board of Directors. A vacancy in the position of committee chair shall be filled by appointment by the Chair of the Board for the remainder of the unexpired term.
- 4. Quorum for the Board Development Committee.** A majority of the voting members of the committee must be present to constitute a quorum for the transaction of business.
- 5. Responsibilities of the Board Development Committee.**
  - a. To provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
  - b. To develop in conjunction with the Board of Directors: 1. Board orientation and education materials 2. Board development materials 3. Methods for identifying needed skills and talents for the Board of Directors and Committees 4. Methods for Board succession planning 5. Board self-assessment process.

- c. To plan Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

### **ARTICLE 3: PARTIAL TERMS**

A person who has served more than half of the specified term in an elected or appointed office or position, as that specified 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 4: OFFICERS**

- 1. Number and Title.** The officers of the Corporation shall be a Chair of the Board; a Vice Chair of the Board; a Secretary; a Treasurer; and a Chief Executive Officer.
- 2. Election, Term and Vacancies.**
  - a. The Chair of the Board, Vice Chair of the Board, Secretary and Treasurer shall be elected by the Delegates of the Corporation for a term of two (2) years, or until their successors are elected, and shall serve for no more than two (2) consecutive terms in each of these offices. The Board of Directors may appoint any additional officers as may be necessary to accomplish the work of the board. A vacancy among the elected officers, other than the Chair of the Board, shall be filled by the Board of Directors in consultation with the Board Development Committee. In the case of a permanent vacancy in the office of Chair of the Board, the Vice Chair of the Board will succeed followed by the Secretary until the next Annual Meeting. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
  - b. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure.
- 3. Duties.** The duties of the officers shall be as follows:
  - a. The Chair of the Board shall be the chief elected corporate officer and shall be the principal liaison between the Board of Directors and the CEO. The Chair of the Board shall preside at all meetings of the Corporation and the Board of Directors. The Chair of the Board shall be an ex-officio member of all committees and task groups as established by the Board of Directors with the exception of the Board Development Committee, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in the bylaws.
  - b. The Vice Chair of the Board shall have such other powers and perform such other duties as may be assigned by the Chair of the Board. In the temporary absence or disability of the Chair of the Board, the Vice Chair of the Board followed by the Secretary, shall preside at meetings of the Corporation and of the Board of Directors.
  - c. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Corporation and the Board of Directors, and shall see that minutes of such meetings are

kept. The Secretary shall be responsible for the custody of 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 Chair of the Board.

- d. The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursement of all financial assets of the Corporation. The Treasurer shall exercise the power and perform such other duties usually incident to the office of treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board. The Treasurer shall be an ex-officio member of the Finance Committee, if the Board of Directors shall establish such a committee.
- e. The Chief Executive Officer shall be the president of the Corporation. The CEO shall be responsible for seeing that the lines of direction given by the members of the Corporation and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the affairs of the Corporation. Additionally the CEO shall be responsible for providing advice and assistance to the Corporation, the Board of Directors, the Chair of the Board and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Corporation. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors.
  - i. The Chief Executive Officer shall have the authority to employ and release all employed staff and volunteers in accordance with policies adopted by the Board of Directors.
  - ii. The Chief Executive Officer shall be an ex-officio non-voting member of the Board of Directors and its committees.

4. **Removal.** An elected officer may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE 5: BOARD OF DIRECTORS**

1. **Powers, Responsibilities, and Accountabilities.** The corporate business and affairs of the Corporation shall be under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Incorporation. The Board of Directors is accountable to: the Corporate Members for governing the affairs of the Corporation; the Board of Directors of GSUSA for compliance with the charter requirements; the Commonwealth of Pennsylvania for adhering to state corporate law; and the federal government in matters relating to legislation affecting nonprofit and non-stock organizations. Without limiting the Board's duties, the Board of Directors shall specifically be responsible for:
  - a. Approving the sale, pledge, lease or other transfer of the assets of the Corporation other than transactions occurring in the ordinary course of operations, which may be approved by the Executive Committee.
  - b. Approving the execution of any assignment for the benefit of creditors of the Corporation.



- 2. Composition.** The Board of Directors shall consist of the officers of the Corporation (with the CEO serving as an ex-officio Board member without a vote) and, in addition, twelve (12) to twenty (20) persons age eighteen (18) years or older as elected pursuant to Section 3 of this Article 5, herein called members-at-large of the Board of Directors. The chair of the Board Development Committee shall be an ex-officio member of the Board of Directors.
- 3. Election and Term.** The members-at-large of the Board of Directors shall be elected by Delegates for terms of one (1), two (2) or three (3) years set by the Board Development Committee or until their successors are elected, and shall serve for no more than two (2) consecutive terms and are not eligible to serve again as a member-at-large until after a lapse of one (1) year. The term for Board members-at-large shall run concurrently with the fiscal year. (October 1 – September 30)
- 4. Vacancies.** Except as provided in Article 4, Section 2 of these bylaws, vacancies on the Board of Directors shall be filled for the remainder of the unexpired term by a vote of the majority of the remaining members of the Board of Directors then in office, though less than a quorum, at any meeting of the Board of Directors called for that purpose.
- 5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the board shall meet not less than four (4) times each year. Notice of the time, place, and purpose of the meeting shall be distributed to each member of the Board of Directors not less than five (5) days before the meeting either personally, by US mail to the board member's address as it appears on the books of the Corporation, by e-mail transmission to the e-mail address appearing on the books of the Corporation, or by facsimile to the fax number last made known to the Corporation by such board member.
- 6. Special Meetings.** Special meetings may be called by the Chair of the Board. The Chair upon written request of five (5) members of the Board of Directors shall call special meetings. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be distributed to each member of the Board of Directors not less than five (5) days before the meeting either personally, by US mail to the board member's address as it appears on the books of the Corporation, by e-mail transmission to the e-mail address appearing on the books of the Corporation, or by facsimile to the fax number last made known to the Corporation by such board member.
- 7. Quorum.** A majority of the voting members of the board shall be present to constitute a quorum for the transaction of business, and a majority vote of directors present at a meeting where a quorum is present shall be necessary to adopt any matter voted upon.
- 8. Removal.** The Board of Directors may declare vacant the office of a Director if he or she fails to attend any three regular meetings of the Board of Directors in any twelve (12) consecutive months; is declared of unsound mind by an order of the court, or convicted of a felony, or fails to disclose an unreported conflict of interest; or for any other proper cause, or

if, within sixty (60) days after notice of his or her election, he or she does not accept such office either in writing or by attending a meeting of the Board and fulfill such other requirements of qualifications as these Bylaws may specify.

## **ARTICLE 6: EXECUTIVE COMMITTEE**

- 1. Composition.** There shall be an Executive Committee that shall include the officers of the Corporation, including the Chief Executive Officer, and three (3) members-at-large of the Board of Directors appointed by the Chair of the Board with approval of the Board of Directors. Members-at-large of the Board of Directors shall be appointed to the Executive Committee for a term of one (1) year. They shall serve for no more than three (3) consecutive terms, but may again be eligible for election to the Executive Committee after a lapse of one (1) year. The Chair of the Board shall be the chair of the Executive Committee.
- 2. Responsibilities.** The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board of Directors meetings, except that the Executive Committee shall not have the power to adopt the budget, to take action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business, or policy of the Corporation. The Executive Committee shall submit reports to the Board of Directors on actions taken.
- 3. Meetings.** The Chair of the Board shall call meetings of the Executive Committee. Notice of time, place and purpose of the meeting shall be given to each member of the Executive Committee not less than twenty-four (24) hours before the meeting either personally, by US mail to the Executive Committee member's address as it appears on the books of the Corporation, by e-mail transmission to the e-mail address appearing on the books of the Corporation, or by facsimile to the fax number last made known to the Corporation by such Executive Committee member.
- 4. Quorum.** A majority of the voting members of the Executive Committee must be present to constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting where the quorum is met shall be necessary to adopt any matter voted upon.

## **ARTICLE 7: BOARD COMMITTEES AND TASK GROUPS**

- 1. Establishment.** The Board of Directors may establish standing committees, special committees and/or task groups as it deems necessary.
- 2. Appointment and Terms of the Chair.** The chair of each committee or task group of the Board of Directors shall be appointed by the Chair of the Board, subject to approval of the Board of Directors. The chair of all standing committees shall be appointed for a term of one (1) year or until their successors are appointed. Appointments of committee chairs shall be made at the Board of Directors meeting following the Annual Meeting of the Corporation. Appointments of chairs of task groups shall be for the time necessary for the task group to complete its charge.

## ARTICLE 8: NATIONAL COUNCIL DELEGATES

The Delegates whom the Corporation is entitled to elect to the National Council of GSUSA shall be Corporate Members elected at a meeting held within a year of the regular meeting of the National Council. The Board of Directors, or the Chair of the Board in the absence of a meeting of the Board of Directors, shall fill National Council delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as National Council delegates. If there be no such persons, the Board of Directors, or the Chair of the Board, in the absence of a meeting of the Board of Directors shall have the power to fill vacancies among the National Council delegates until the next Annual Meeting. National Council delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout movement in the USA who are fourteen (14) years of age or over and who are registered through the Corporation with GSUSA; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

## ARTICLE 9: MISCELLANEOUS

1. **Fiscal Year.** The fiscal year of the Corporation shall be October 1 through September 30.
2. **Contributions.** Any contributions, bequests, and gifts made to the Corporation shall be accepted or collected as authorized by the Board of Directors.
3. **Depositories.** All funds of the Corporation shall be deposited to the credit of the Corporation, under such conditions and in such banks or financial institutions as shall be designated by the Board of Directors.
4. **Approved Signatures.** Approval for signatures necessary on contracts, checks and orders for the payment, receipt, or deposit of money, and access to securities of the Corporation shall be provided by resolution of the Board of Directors.
5. **Bonding.** Persons having access to or major responsibility for the handling of some minimum threshold amount or value of monies and securities of the Corporation, such minimum threshold amount or value to be determined by resolution of the Board of Directors, shall be bonded in amounts set forth by resolutions 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 five percent of total budgetary appropriations without prior approval of the Board of Directors.
7. **Audits.** A certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Corporation. A report of this examination shall be submitted to the Board of Directors and to GSUSA.
8. **Financial Reports.** A summary report of the financial operations of the Corporation shall be made at least annually to the membership and to the public in such form as the Board of Directors shall prescribe. An annual financial report shall be submitted to GSUSA.
9. **Legal Counsel.** Independent legal counsel may be retained by the Corporation to:

- a. Advise on compliance with federal and state requirements;
- b. Review and advise on legal instruments the Corporation executes such as leases, contracts, property purchases or sale;
- c. Review and advise on official statements developed for the press and media, which have legal implications; and
- d. Other such matters as may be required by the Board of Directors or Chief Executive Officer.

**10. Property.** Title to all property, with the exception of troop equipment, shall be held in the name of the Corporation and shall be held in trust for the proper use and purpose of the Corporation, more particularly for the purpose and carrying out of the Girl Scout program and the Girl Scout movement in the United States of America, and under the terms of the charter granted to this Corporation by the GSUSA.

## **ARTICLE 10: PERSONAL LIABILITY AND INDEMNIFICATION**

- 1. No Personal Liability.** A director or officer of the Corporation shall not be personally liable as such, for monetary damages for any action taken unless (1) the director or officer has breached or failed to perform his or her duties under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (“NCL”) and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall not be deemed exclusive of any provision which the Board of Directors now or hereafter may have to limit such liability. The limitation of liability set forth above shall not apply to any responsibility or liability pursuant to any criminal statute or for the payment of taxes pursuant to local, state, or federal laws.
- 2. Indemnification.** The Corporation shall have the power to indemnify, to the fullest extent now or hereafter permitted by law, every director, officer, employee or agent of the Corporation who was or is a party (other than a party plaintiff suing in his or her own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless the act or failure to act giving rise to the action, suit or proceeding for which indemnification is sought is determined by a court to have constituted self-dealing, willful misconduct or recklessness.
- 3. Directors’ and Officers’ Insurance.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation shall purchase and maintain directors’ and officers’ liability insurance on behalf of all directors and officers. The Corporation may also obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs and upon such

other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

### **ARTICLE 11: PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most recent revision, shall be the parliamentary authority governing the meetings of the Board of Directors, the Corporation and all committees and task forces, subject to the laws of the state, the Articles of Incorporation and these bylaws and any special rules of order adopted by the organization.

### **ARTICLE 12: DEFINITIONS**

**Present.** Delegates, members of the Board of Directors, Board Development Committee or any other committee of the Corporation shall be deemed present if they are present in person or through electronic means by which all persons participating in the meeting can be heard by and hear each other and are able to participate in the proceedings, or such other means as may be authorized or permitted by state law.

### **ARTICLE 13: WAIVER OF NOTICE CLAUSE**

Whenever any written notice is required to be given under the provisions of the Articles of Incorporation or bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the waiver of notice of such meeting. Additionally, the attendance of any person at any meeting shall constitute a waiver of notice of such meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business at such meeting because such meeting was not lawfully called or convened.

### **ARTICLE 14: AMENDMENTS**

The Corporation's Articles of Incorporation and these bylaws may be amended by the affirmative vote of two thirds (2/3) of the Delegates present and voting at any meeting of the Corporation in which a quorum is present, provided that the proposed amendment shall have been included in the notice of the meeting.

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