

**GIRL SCOUTS
OF
SOUTHWEST
TEXAS**

BYLAWS

Adopted and Effective March 27, 2021

BYLAWS OF THE GIRL SCOUTS OF SOUTHWEST TEXAS

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BYLAWS OF THE GIRL SCOUTS OF SOUTHWEST TEXAS

Mission Statement: Girl Scouting builds girls of courage, confidence and character who make the world a better place.

Article I

Name, Purposes, Powers, Offices

Section 1.1 Name. The Girl Scouts of Southwest Texas (the Council) is a non-profit corporation formed under the laws of the State of Texas, and chartered by Girl Scouts of the United States of America (GSUSA).

Section 1.2 Purposes. The purpose of the Council is to carry out the purposes of the GSUSA, which are:

- a. to promote the qualities of truth, loyalty, helpfulness, friendliness, courtesy, purity, kindness, obedience, cheerfulness, thriftiness, and kindred virtues among girls, as a preparation for their responsibilities in home and for service to the community;
- b. to direct and coordinate the Girl Scout movement in the United States and territories and possessions of the United States; and
- c. to fix and maintain standards for the movement that will inspire the rising generation with the highest ideals of character, patriotism, conduct and attainment.

Section 1.3. Powers. The Council shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code (TBOC) for a nonprofit corporation; provided, however, the Council shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 1.4. Offices. The Council may have, in addition to its registered office, offices at such places, within the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Council may require.

Article II

Board of Directors

Section 2.1 Powers, Responsibilities and Accountabilities. The corporate and business affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Certificate of Formation.

The Board of Directors is accountable: to the Council; to the Board of Directors of GSUSA for compliance with the charter requirements; to the State of Texas for adhering to Texas corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Section 2.2 Composition. The Board of Directors shall consist of the Officers of the Council and at least fifteen but not more than twenty-five voting members (including the Officers). The number of members-at-large shall be determined by the Board Development Committee from time to time. In addition, the Chief Executive Officer shall serve on the Board of Directors (without vote), but shall not be included in the Maximum number. In addition, there may be two registered girl members (age fourteen or older), ex officio (without vote), selected to represent each geographic area, on the Board of Directors.

Section 2.3 Election and Term.

- a. Member-at-Large. The members-at-large shall be elected by the Board of Directors for a term of two years, or until their successors are elected, shall serve for no more than six consecutive terms and shall not be eligible for reelection until after a lapse of one year. Terms of office for members-at-large shall begin at the close of the Annual Meeting of the Board of Directors at which elections are held.
- b. Girl Board Members. The Girl Board members shall be selected in accordance with policies and procedures adopted by the Council, for a term of one year, or until their successors are selected. Terms of office for Girl Board members shall begin at the close of the next Annual Meeting of the Board of Directors at which they were selected.

Section 2.4 Vacancies. Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, increase in the number of positions to be filled or otherwise, may be filled until the next Annual Meeting of the Board of Directors by the Board at any meeting of the Board. In the event that a member-at-large serves less than a year filling an unexpired term, such member-at-large may be elected for six additional consecutive terms. Vacancies in Girl Board member

positions shall be filled in accordance with policies and procedures adopted by the Council.

Section 2.5 Regular Meetings. Regular meetings of the Board 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 no less than four times each year. All meetings shall be open to the public to attend, with the exception of those topics that must be addressed in Executive Session. The ability of non-board members to address the Board shall be at the discretion of the Chair. Notice of the time and place of the meeting shall be sent to each Board member and also publicly posted on the Council website not more than thirty days and not less than three days before the meeting in accordance with Section 9.2 Notice.

Section 2.6 Special Meetings. Special meetings may be called at the discretion of the Chair of the Board or by two or more Officers of the Board. 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. All meetings shall be open to the public to attend, with the exception of those topics that must be addressed in Executive Session. The ability of non-board members to address the Board shall be at the discretion of the Chair. Notice of time, location and agenda of each special meeting shall be sent in accordance with Section 9.2, to all members of the Board of Directors and also publicly posted on the Council website not more than thirty days and not less than one day before the meeting.

Section 2.7 Quorum. A majority of the voting members of the Board present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 2.8 Action by Written Consent. Any action that may be taken at any meeting of the Board of Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent, in writing, setting forth the action to be taken, is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all directors were present and voted. Each written consent shall bear the date of signature of each director who signs the consent.

Section 2.9 Board Committees. The Board of Directors may establish standing committees, excluding the Board Development Committee which is established in Article V of these Bylaws. The Executive Committee may establish special committees and task groups as it deems necessary. The Chair of the Board shall appoint the Chair and members of committees and task groups with the approval of the Executive Committee.

Article III

Officers

Section 3.1 Number and Title. The Officers of the Council shall be the Chair of the Board, the 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer. There may also be a Girl Board Chair, if appointed by the Board Development Committee.

Section 3.2 Election, Term, Vacancies and Term Limits.

- a. The Chair of the Board, 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer shall be elected by the Board of Directors. The Chair of the Board shall be elected by the Board of Directors for a term of two years, or until a successor is elected, and shall serve for no more than two consecutive terms. The 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer shall be elected for a term of two years, or until their successors are elected. If appointed by the Board Development Committee, the Girl Board Chair shall serve for a term of one year or until the next Annual Meeting of the Board of Directors.
- b. Terms of office shall begin at the close of the Annual Meeting at which elections are held. A vacancy among the Officers other than the Chair of the Board shall be filled by the Board of Directors to fulfill the unexpired term.
- c. In the case of a vacancy in the office of the Chair of the Board, the 1st Vice Chair and 2nd Vice Chair will succeed in order of their rank to fulfill the term.
- d. In the event that the 1st Vice Chair or 2nd Vice Chair fills an unexpired term of the Chair of the Board, such person may be elected for a full term of two years at the conclusion of the unexpired term.
- e. The maximum length of service on the Board (for years as a member-at-large and as an Officer) is twelve years.

Section 3.3 Duties of Officers. The duties of the Officers shall be as follows:

- a. The Chair of the Board 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. The Chair of the Board shall assure support by the Board of Directors for the Council's strategic direction and appropriate oversight of performance, and report to the Council and the Board of Directors regarding the conduct and management of the affairs of the Council. The Chair shall ensure that a committee or system is established and maintained for facilitating strategic, policy and operational input from

volunteers. The Chair shall appoint a Board member to serve as a liaison for strategic and policy issues arising therefrom. The Chair shall appoint the liaisons for the Board for each geographic area who shall meet no less than annually in person with volunteers in the specific geographic area to which they are assigned. The Chair shall appoint the Chair of the Board Development Committee. The Chair shall serve as an ex officio (with vote) member of all committees except the Board Development Committee and Audit Committee, if such committee shall be established by the Board of Directors.

- b. The 1st Vice Chair shall assist the Chair of the Board as assigned: assume the Chair at meetings of the Board of Directors or the Executive Committee when the Chair is temporarily vacated by the Chair of the Board; organize and facilitate strategic Board discussions; and in the event of vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- c. The 2nd Vice Chair shall assist the Chair of the Board as assigned and shall Chair the Fund Development Committee that provides leadership to all fund development activities; review, update and monitor fund development policies; and identify trends of possible impact to Council fundraising efforts. In the event of vacancy in the offices of Chair of the Board and 1st Vice Chair, the 2nd Vice Chair shall succeed to the office of Chair of the Board for the remainder of the unexpired term.
- d. The Secretary shall be responsible for seeing that adequate and timely notice is provided of all meetings of the Board of Directors and the Executive Committee. The Secretary shall see that minutes of such meetings are kept, and cause the minutes of these meetings to be posted publicly on the council website not more than thirty days after their adoption. The Secretary shall be responsible for the custody of Council books, records and files and shall exercise the powers and perform such other duties 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 or Board of Directors.
- e. The Treasurer shall provide effective stewardship and oversight of the Council's finances. The Treasurer shall exercise the powers and perform such other duties 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 or Board of Directors. The Treasurer shall be an ex officio (with vote) member of the Finance Committee, if such committee shall be established by the Board of Directors.
- f. The Girl Board Chair shall assist the Chair of the Board and may attend Executive Committee meetings. She shall serve without vote. In order to

be eligible for the position of Girl Board Chair, the girl must have served as a Girl Board member.

Section 3.4 Ex Officio Officers.

- a. Chief Executive Officer.
 - (i) The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure and shall serve as an ex officio (without vote) officer of the Council, the Board of Directors, the Executive Committee, the Board Development Committee, and all committees and task groups established by the Board of Directors and by the Executive Committee.
 - (ii) The Chief Executive Officer of the Council shall be responsible for providing advice and assistance to the Council, the Board of Directors, the Chair of the Board and other Officers and the committees, and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be assigned by the Board of Directors through the Chair of the Board. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors.
 - (iii) The Chief Executive Officer may be removed, with or without cause, by the Board of Directors whenever in the judgment of the Board members the best interest of the Council would be served thereby.
- b. Chief Financial Officer. The Chief Financial Officer shall be appointed by and shall report to the Chief Executive Officer of the Council and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Council, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

Article IV

Executive Committee

Section 4.1 Composition. The Executive Committee shall consist of the Officers of the Council, at least one but not more than three members-at-large and the Chair of

the Board Development Committee. The members-at-large shall be appointed by the Chair of the Board from the members of the Board of Directors. Except for the Girl Board Chair, Girl Board members may not serve on the Executive Committee. The Chief Executive Officer shall serve as an ex officio (without vote) member.

Section 4.2 Duties.

- a. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between the meetings of the Board, except that the Executive Committee shall not adopt the budget, adopt or amend these Bylaws, elect new members-at-large, or take action which is contrary to the direction established by the Board of Directors.
- b. Reports. The Executive Committee shall submit to the Board of Directors at each Board meeting a report of all actions taken since the last Board meeting.

Section 4.3 Meetings. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least four members of the Executive Committee. Notice of the date, time and place of each meeting shall be provided to all the members of the Executive Committee at least one day in advance of the meeting.

Section 4.4 Quorum. A majority of the Executive Committee present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Article V

Board Development Committee

Section 5.1 Composition. The Board Development Committee shall be composed of six to nine voting members, five of whom (including the Chair) shall be members of the Board, and the balance shall be non-Board members. The Chief Executive Officer shall serve as an ex officio (without vote) member of the Board Development Committee.

Section 5.2 Election, Terms and Vacancies of Committee Members (other than the Chair).

- a. The members of the Board Development Committee (other than the Chair) shall be elected by the Board of Directors for a term of two years, or until

their successors are elected, shall serve for no more than two consecutive terms and thereafter shall not be eligible for Board Development Committee membership until after a lapse of two years except as provided below.

- b. The terms of elected Board Development Committee members shall be staggered insofar as possible.
- c. The Board of Directors shall have the power to fill vacancies in the Board Development Committee until the next Annual Meeting of the Board of Directors.
- d. In the event that a Board Development Committee member serves a year or less filling an unexpired term, such committee member may be elected for two additional consecutive terms.

Section 5.3 Appointment and Term of Chair. The Chair of the Board Development Committee shall be a member of the Board of Directors and shall be appointed by the Chair of the Board for a term of two years. The Chair of the Board Development Committee may serve no more than two consecutive terms. A vacancy in the office of the Chair shall be appointed by the Chair of the Board for the remainder of the unexpired term. In the event a Board Development Chair serves a year or less filling an unexpired term, such person may be elected for two additional consecutive terms. The Chair of the Board may not serve as Chair of the Board Development Committee.

Section 5.4 Quorum. A majority of the members of the Board Development Committee present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 5.5 Responsibilities. The Board Development Committee shall be responsible for:

- a. Soliciting and recruiting candidates for elected positions in the Council;
- b. Determining the number of members-at-large on the Board of Directors from time to time;
- c. Providing to the Board of Directors at the Annual Meeting of the Board of Directors a single slate for all positions for election, including Officers, members-at-large and Board Development Committee members;
- d. Selecting a Girl Board Chair;
- e. Soliciting and recruiting candidates for vacancies on the Board of Directors and Board Development Committee between Annual Meetings;

- f. Providing to the Board of Directors in accordance with the time frame established by GSUSA, a single slate of National Delegates and National Alternates;
- g. Developing in conjunction with the Board of Directors:
 - (i) Board orientation and education materials;
 - (ii) Board Development materials;
 - (iii) Methods for identifying needed skills and talents for the Board of Directors and committees;
 - (iv) Methods for succession planning;
 - (v) Board annual self-assessment materials;
- h. Conducting Board orientation and Board Development training sessions as needed and/or as directed by the Board of Directors; and
- i. Providing recommendations to the Chair of members-at-large on the Board of Directors to serve as liaisons for specific geographic areas in the Council between volunteers in such geographic area and the Board for strategic and policy issues.

Article VI

National Council Delegates

Section 6.1 Election, Vacancies. The National Delegates and National Alternates whom the Council is entitled to elect to the National Council of GSUSA shall be elected by the Board of Directors of the Council at a meeting held within a year of a regular meeting of the National Council. The Board of Directors, or Executive Committee in the absence of a meeting of the Board, shall fill National Delegate vacancies from among the National Alternates. If there be no such National Alternates, the Board of Directors, or Executive Committee in the absence of a meeting of the Board, shall have the power to fill vacancies among the National Delegates until the next meeting of the Council. Each geographic area may be represented by at least one National Delegate.

Section 6.2 Qualifications. National Delegates shall be citizens of the United States of America and shall be elected from the active members of the Girl Scout movement in the United States of America who are fourteen years of age or older and who are registered through the Council with GSUSA.

Section 6.3 Term. Each National Delegate shall serve for a term of three years from the date of their election or until their death, resignation, removal or failure to meet the qualifications.

Article VII

Fiscal Responsibility of the Board

Section 7.1 Fiscal Year. The fiscal year of the Council shall be established by the Board of Directors.

Section 7.2 Contributions. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions shall be established by the Board.

Section 7.3 Depositories. All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banks or other financial institutions as shall be designated by the Board of Directors.

Section 7.4 Approved Signatures. The Board shall designate by resolution those persons authorized to execute contracts, and draft checks and orders for payment, receipt, or deposit of money on behalf of the Council. The Board shall also designate by resolution those persons authorized to buy, sell and pledge securities on behalf of the Council.

Section 7.5 Bonding. The Board shall have the authority to provide by resolution for the bonding, on such terms as the Board shall deem appropriate, of all persons having access to or a major responsibility for, the handling of monies and securities of the Council.

Section 7.6 Budget. The Council's 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.

Section 7.7 Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to GSUSA.

Section 7.8 Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the Board of Directors, and shall be made available to the public, in such form as the Board of Directors shall provide.

Section 7.9 Investments. The Chief Financial Officer of the Council shall invest the funds of the Council in accordance with the direction of the Board of Directors or any committee appointed for such purpose.

Section 7.10 Dissolution. In the event of the dissolution of the Council, assets of the Council remaining after the discharge of all liabilities and obligations shall be distributed as provided for in the Certificate of Formation.

Article VIII

Indemnification

Section 8.1 Indemnification.

- a. **Members of the Board of Directors and Officers.** The Council shall indemnify and hold harmless any present or former member of the Board of Directors or Officer (Indemnified Person) of the Council against any losses imposed upon or reasonably incurred by such Indemnified Person in connection with any claim or lawsuit imposed by reason of said Indemnified Person having been a member of the Board of Directors or Officer, to the full extent permitted by Chapter 8 of the TBOC, or the corresponding provision of any successor statute.
- b. **Employees and Agents.** The Council may indemnify, hold harmless and advance expenses to any present or former employee or agent of the Council, or any other person serving at the request of the Council, to the same extent that it is required to indemnify, hold harmless and advance expenses to its members of the Board of Directors or Officers under this Article.
- c. **Insurance.** The Council shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the full extent permitted by Chapter 8 of the TBOC or the corresponding provision of any successor statute.
- d. **Cumulative Effect.** The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Council's members of the Board of Directors, Officers, agents or employees may be entitled under the Council's Certificate of Formation or these Bylaws, or under any statute, agreement, vote of the Board of Directors, principle of law or otherwise.

Article IX

Miscellaneous

Section 9.1 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Board of Directors, and all committees and task groups, subject to the laws of the State of Texas, the Certificate of Formation, these Bylaws, and any special rules of order adopted by the Council.

Section 9.2 Notice. Notice may be mailed in the United States mail to the person's address as it appears on the membership records of the Council, or it may be transmitted by facsimile or electronic message to a facsimile number or electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

Section 9.3 Voting Procedures. Each person duly authorized as provided in these Bylaws present in person at a meeting shall be entitled to one vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. All matters shall be determined by a majority vote of those present in person or linked via telecommunication and voting unless otherwise provided by law, these Bylaws or parliamentary authority.

Section 9.4 Removal.

- a. Any Board member, Officer, Girl Board Chair, Girl Board member, National Delegate, National Alternate, committee member or task group member who is absent from two meetings of the respective group without explanatory communication to the Chair of the Board or Chair of the committee or task group, respectively, may be removed at any regular meeting of the Board of Directors, committee or task group.
- b. Any Board member, Officer, Girl Board Chair, Girl Board member, National Delegate, National Alternate, committee member or task group member may be removed with or without cause, by a two-thirds vote at any regular meeting of the Board of Directors, committee or task group.

Section 9.5 Partial Terms. A person who has served more than half of a specific term in any office provided for in these Bylaws shall be considered to have served the full term thereof for the purpose of determining eligibility to serve additional terms in that office or any other office, except as otherwise specified herein.

Section 9.6 Legal Counsel. Independent legal counsel may be retained by the Board of Directors to:

- a. Ensure compliance with federal and state requirements;
- b. Review and advise on any legal instruments the Council executes, including but not limited to leases, contracts, property purchases or sales; and
- c. Review and advise on any official statements developed for media (print, television or radio).

Section 9.7 Amendments. These Bylaws may be amended by a two-thirds vote at any regular meeting of the Board of Directors. The proposed amendment shall be submitted to the Secretary of the Council at least thirty days prior to such meeting for the express purpose of including it in the call and notice of the meeting.

Section 9.8 Conflict of Interest. All members of the Board of Directors, Officers, Ex Officio Officers, members of any committee or task group and employees of the Council shall, as a condition of qualifying and continuing to qualify for such a position within the Council, abide by any conflict of interest policy as the Board of Directors may adopt from time to time, and shall execute any statement as the Board of Directors may require evidencing such individual's receipt and review of the conflict of interest policy and agreement to abide by the same.

These Bylaws supersede all previous Bylaws of the Girl Scouts of Southwest Texas.