

Bylaws

Adopted October 1, 2008
Revised March 26, 2011
Revised March 22, 2014

ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of the Missouri Heartland, Inc., hereinafter referred to as the “corporation” or the “council”, a not-for-profit corporation organized under the laws of the state of Missouri.

ARTICLE II – PURPOSE

The purpose of the corporation shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS AND VOTING RIGHTS

Section 1. Members.

Individuals 14 years of age and over who are members of Girl Scouts of the USA and who are currently registered through the council, including employed staff of the council, are members of the council.

Section 2. Voting Rights.

All members are eligible to be voting members, herein referred to as “delegates,” except for currently employed staff of the council, provided they are elected or appointed by one of the methods set forth in Article III, Section 3 following. Delegates in good standing shall have the right to vote at meetings of the corporation on those items specified in Articles VI and VII of these bylaws and on such other issues as the Board may choose to bring before the members. All members may attend meetings of the corporation, but only delegates may vote.

Section 3. Composition.

- A. Delegates of the corporation shall consist of:
1. elected and appointed members of the board of directors;
 2. members of the board development committee;

3. delegates selected by each service unit, as defined by the board of directors;
 4. delegates-at-large appointed by the board of directors; and
 5. all National Council Delegates not otherwise delegates of the corporation.
- B. The number of delegates of the corporation shall be no less than 200 or more than 300, and at least two-thirds of the delegates of the corporation shall be those appointed/elected by service units.

Section 4. Selection and Removal of Delegates and Persons to Fill Vacancies of Service Units.

Delegates and persons to fill vacancies shall be selected by each service unit prior to the corporation's annual meeting. Each service unit may select its delegates and persons to fill vacancies in the manner it so chooses (*e.g.*, by appointment by the volunteer manage team; by election by the members of the service unit), and shall notify the secretary of the council of its selection at least forty-five (45) days prior to each annual meeting of the corporation's members.

- A. Number.
Each service unit shall be entitled to two delegates and additional delegates according to a formula as established by the board of directors, based on the number of girl members in the service unit as of September 30 of the immediately preceding Girl Scout membership year. Each service unit may select a number of persons to fill vacancies, not to exceed the number of delegates to which it is entitled, to serve in the place of a delegate who may become unable to serve for any reason.
- B. Term and Vacancies.
1. Delegates shall serve for a term of one (1) year and may serve a maximum of three consecutive terms.
 2. Terms of office shall begin at the opening of the corporation's annual meeting.
 3. A delegate or person to fill vacancies from a service unit may be removed at any time, with or without cause, in the same manner in which she/he was selected. Vacancies may be filled by designating a person selected to fill vacancies to serve in the place of the original delegate or, if there are no persons selected to fill vacancies, then in the same manner as the original selections were made.

Section 5. Selection and Removal of Delegates at Large.

The board of directors may appoint delegates-at-large to the corporation to ensure the diversity of the council's membership is represented.

- A. Number.
The board of directors may appoint up to ten (10) individuals to serve

- as delegates-at-large of the corporation.
- B. Term and Vacancies.
1. Delegates-at-large shall serve for a term of one (1) year commencing at the beginning of the annual meeting following their appointment and may serve a maximum of three (3) consecutive terms.
 2. Terms of office shall begin at the opening of the corporation's annual meeting.
 3. A delegate-at-large may be removed at any time, with or without cause, by the board of directors. Vacancies will be filled by board appointment.

ARTICLE IV – OFFICERS

Section 1. Elected Officers.

The elected officers of the council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office.

- A. The officers shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two consecutive terms in any one office and no more than a total of four consecutive terms as an officer of the corporation.
- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.
- F. Officers must be at least twenty-one (21) years of age.

Section 3. Vacancy in Office.

- A. In the event of a vacancy in the office of chair of the board, the vacancy shall be filled by the first vice chair of the board for the remainder of the term.
- B. In the event of a vacancy in both the chair of the board and the first vice chair, the second vice chair shall fill the position of chair of the board for the remainder of the unexpired term.
- C. A vacancy occurring in a position of first vice chair, second vice chair, secretary or treasurer shall be filled by the board of directors for the remainder of the unexpired term.

Section 4. Ex Officio Officers.

- A. The chief executive officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio officer without vote.
- B. A chief financial officer may be appointed by the CEO, shall serve at her/his pleasure, and may serve as an ex officio officer without vote.

Section 5. Duties of Officers.

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the delegates of the council, the board of directors, the executive committee, the chair of the board, and the adopted parliamentary authority.

- A. The chair of the board shall:
 - 1. be the principal officer of the corporation;
 - 2. preside at all meetings of the council, the board of directors, and the executive committee;
 - 3. lead the board of directors in setting direction and overseeing the management and affairs of the corporation;
 - 4. report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
 - 5. serve as an ex officio member of all committees except the board development committee, and shall perform other duties described elsewhere in the bylaws.
- B. The first vice chair of the board shall:
 - 1. assist the chair of the board as assigned;
 - 2. preside at meetings of the council, the board of directors, or the executive committee in the absence or inability of the chair of the board, or when delegated the responsibility of presiding; and
 - 3. in the event of the vacancy in the office of chair of the board, succeed to the office for the remainder of the unexpired term.
- C. The second vice chair of the board shall:
 - 1. assist the chair of the board as assigned;
 - 2. in the event of the vacancy in both the offices of chair of the board and first vice chair of the board, succeed to the office of chair of the board for the remainder of the unexpired term.
- D. The secretary shall:
 - 1. ensure that proper notice is given for all meetings of the council, the board of directors, and the executive committee;
 - 2. ensure that minutes of all meetings of the council, the board of directors, and the executive committee are kept; and
 - 3. have responsibility for the seal of the corporation and ensure its safekeeping.
- E. The treasurer shall:
 - 1. provide effective stewardship and oversight of the corporation's finances; and
 - 2. execute directives of the board of directors.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The board development committee shall be composed of seven members. At least three (3) members of the board development committee shall be members of the board of directors and four shall not be members of the board of directors. The chief executive officer of the council shall serve as an ex officio, nonvoting member.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. Subject to the approval of the board of directors, the board chair shall appoint from among the eligible members an individual to serve as chair of the committee.
- B. The term of office for committee chair shall be one (1) year.
- C. No individual shall serve more than two (2) consecutive terms as chair of the committee.
- D. In the event of a vacancy in the office of committee chair, the board chair shall appoint a new chair of the committee from its eligible members to serve the remainder of the term.
- E. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- F. If not already a member of the council board of directors, the committee chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities.

The responsibilities of the board development committee shall be:

- A. to solicit and recruit candidates for elected positions in the council.

- B. to provide to the membership a single slate for all positions for election, including officers, directors, and board development committee members.
- C. to provide to the membership in accordance with the time frame established by Girl Scouts of the USA a single slate of delegates and persons to fill vacancies to the National Council Session of Girl Scouts of the USA.
- D. to develop in conjunction with the chair of the board and the board of directors methods for identifying needed skills and talents for the corporation board of directors and committees.
- E. to assist with board orientation as needed and/or as directed by the board of directors.

Section 5. Quorum.

The quorum for meetings of the board development committee shall be a majority of the members then in office 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.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. Each year, the corporation shall conduct an annual meeting of the corporation membership within six months of the close of the preceding fiscal year at a date, time, and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally, mailed, and/or electronically transmitted to each delegate of the corporation not more than 60 days nor less than 30 days prior to the meeting.
- C. Business. At the annual meeting, the corporation shall:
 - 1. elect officers, directors-at-large, members of the board development committee, and in appropriate years, delegates and persons to fill vacancies to the National Council of the Girl Scouts of the USA. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting;
 - 2. consider any proposed amendments to the council bylaws;
 - 3. provide input on key issues affecting the council and Girl Scouts of the USA;
 - 4. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors; and

5. receive reports from the board chair and treasurer on the activities and the financial condition of the corporation.
- D. Quorum. The quorum for the annual meeting shall be twenty-five percent (25%) of the delegates of the corporation present in person or linked by telecommunication or by means such that all delegates participating in the meeting are able to hear one another and participate in the proceedings, provided that a majority of the corporation's service units are represented by at least one delegate.
- E. Voting.
1. Each delegate of the corporation shall be entitled to one (1) vote.
 2. No delegate shall vote in more than one capacity.
 3. Unless otherwise designated by statute, the Articles of Incorporation of the corporation, or these bylaws, all matters shall be determined by a majority vote.
 4. The method of voting on elections shall be as set forth in Article VII of these bylaws.
 5. The method of voting on all other matters shall be as specified by the board of directors prior to the commencement of the meeting, except that proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the chair of the board and shall be called by the chair of the board upon the written request of a majority of the members of the board of directors then in office or by ten percent (10%) of the delegates of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, and/or electronically transmitted to each delegate of the corporation not less than ten (10) and no more than thirty days prior to the meeting. No business shall be transacted except that for which the meeting has been called.
- C. Quorum. The quorum for a special meeting shall be twenty-five percent (25%) of the delegates of the corporation present in person or linked by telecommunication or by means such that all delegates participating in the meeting are able to hear one another and participate in the proceedings provided that a majority of the corporation's service units are represented by at least one delegate.
- D. Voting. Voting shall be in accordance with Article VI, Section 1(E) of these bylaws.

ARTICLE VII – ELECTION PROCEDURES

Section 1. Method of Election

Election of officers, directors-at-large, board development committee members, and National Council delegates and persons to fill vacancies of National Council delegates shall occur by one of the methods listed below. Only one (1) method may be used for an election; there shall not be a combination of voting methods during an election.

Section 2. Method of Voting

The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:

- A. by written ballot at the annual meeting by delegates present in person or linked by telecommunication or by means such that all delegates participating in the meeting are able to hear one another and participate in the proceedings; or
- B. by mail ballot in accordance with the procedure established by the board of directors
 - 1. If this method is utilized, delegates shall be notified that election will be held by mail ballot at least 30 days prior to the annual meeting at which election results will be announced.
 - 2. A majority of ballots cast by mail shall elect, provided that at least the number of delegates required for a quorum at the annual meeting shall have cast a ballot.

Section 3. Nominations from the Floor.

Nominations for any of the elected positions may be made from the floor at the annual meeting provided:

- 1. the election is held by methods set out in Article VII, section 2A;
- 2. the individual to be nominated has consented in writing to serve if elected;
- 3. the nomination has been submitted to the chair of the board development committee, or her/his designee,
 - a. at least twenty-four (24) hours before the convening of the annual meeting;
 - b. if the election is held by mail ballot, the board will establish and publish a date by which nominations must be submitted for inclusion on the ballot;
- 4. the prospective nominee meets the qualifications for the office for which she/he is being nominated.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall consist of the elected and ex officio officers of the corporation and no less than fifteen (15) nor more than twenty (20) directors-at-large. The chair of the board development committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors. Members of the board of directors shall be a minimum of twenty-one (21) years of age.

Section 2 Standards of Conduct.

- A. Attend board meetings;
- B. Make a personal financial contribution in support of the council;
- C. Identify, cultivate, steward and solicit other funding sources;
- D. Participate on board committees or task groups as appointed by the chair of the board or designee;
- E. Sign and abide by the council conflict of interest policy; abide by all council policies.

Section 3. Term of Office.

- A. The directors-at-large shall be elected by ballot in accordance with Article VII of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. The term of office of one-third (1/3) of the directors-at-large shall expire at each annual meeting of the corporation.
- D. No individual shall serve more than two (2) consecutive terms as a director-at-large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 4. Vacancies.

A vacancy occurring in a position of director-at-large shall be filled by the board of directors for the remainder of the unexpired term.

Section 5. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is `accountable to:
 - 1. the council membership for managing the affairs of the council

- including development of a decision-influencing system allowing for members of the council, including girl members, to have a voice on key issues affecting the council and Girl Scouting;
2. the board of directors of Girl Scouts of the USA for compliance with the charter requirements;
 3. the state of incorporation for adherence to state corporation law;
 4. the federal government in matters related to maintaining 501 (c)(3) status.

Section 6. Regular Meetings.

- A. Scheduling. The board of directors shall hold at least five (5) regular meetings a year at such time and place as the board may determine. The annual corporate meeting may serve as one of the five.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed, and/or electronically transmitted to each member of the board of directors at least seven (7) days prior to the meeting.
- C. Quorum. A majority of the board members then in office 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.
- D. Voting.
 1. Each member of the board shall be entitled to one (1) vote.
 2. No member shall vote in more than one capacity.
 3. Unless otherwise designated by statute, the Articles of Incorporation of Girl Scouts of the Missouri Heartland, or these bylaws, all matters shall be determined by a majority vote.
 4. Proxy and/or absentee voting shall not be allowed.

Section 7. Special Meetings.

- A. Scheduling. Special meetings may be called by the chair of the board and shall be called by the chair of the board upon the written request of at least twenty percent (20%) of all directors then in office.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, and/or electronically transmitted to each member of the board at least one (1) day prior to the meeting.
- C. Quorum. A majority of board members then in office and 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.
- D. Voting.
 1. Each member of the board shall be entitled to one (1) vote.
 2. No member shall vote in more than one capacity.

3. Unless otherwise designated by statute, the articles of incorporation of Girl Scouts of the Missouri Heartland, or these bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

Section 8. Removal.

- A. Upon approval by a majority vote of the board members present and voting at any regular meeting of the board of directors, the board may vote to remove a board member, including an officer who fails to meet the Standards of Conduct as specified in Section 2 of this Article.
- B. Any board member, including officers, may be removed without cause by an affirmative vote of two-thirds of the total membership of the corporation.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The executive committee shall consist of the elected officers of the corporation and two (2) directors-at-large. Upon approval of the board of directors by majority vote, the directors-at-large shall be appointed by the chair the board from among the members of the board of directors. The chief executive officer shall serve as an ex officio member without vote. A chief financial officer may serve as an ex officio member without vote.

Section 2. Powers, Responsibilities and Accountabilities.

The executive committee shall have, and may exercise, the powers of the board of directors in the interim between meetings of the board of directors, except that the executive committee shall not have the power 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 or the hiring or release of the chief executive officer. The executive committee (and any other board committee) shall not have the authority of the board of directors in reference to:

1. amending, altering or repealing the bylaws;
2. electing, appointing or removing any member of the executive committee or any director or officer of the corporation;
3. amending the Articles of Incorporation;
4. adopting a plan of merger or adopting a plan of consolidation with another corporation;
5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation;

6. authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
7. adopting a plan for the distribution of the assets of the corporation or for dissolution; or
8. amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the executive committee.

The executive committee shall keep minutes and make them available to all directors.

Section 3. Meetings.

- A. Scheduling. The executive committee shall meet as needed at the call of the chair or upon written request of at least three (3) of the members of the executive committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided no less than 24 hours in advance of the meeting.

Section 4. Quorum.

A majority of the executive committee members then in office 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 X – COMMITTEES

Section 1. Establishment

The board of directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the board of directors.

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the chair of the board, subject to the approval of the board of directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the chair of the board in consultation with the chair of the respective committee or task group, subject to the approval of the board of directors.
- C. At least two (2) members of any committee or task group shall be members of the board of directors. In the case of standing committees, a board member shall serve as chair or co-chair of the

committee.

- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee or task group shall be filled by the chair of the board in accordance with Section 2.A or 2.B of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the members then in office and 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.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and persons to fill vacancies to the National Council of the Girl Scouts of the USA shall be United States citizens age 14 years and older. They shall be members of the Girl Scouts of the USA registered through Girl Scouts of the Missouri Heartland at the time of election and throughout the term of service.

Section 2. Election.

The delegates and persons to fill vacancies whom the corporation is entitled to elect to the National Council of the Girl Scouts of the USA shall be elected in accordance with Article VII of these bylaws in accordance with the time frame established by the Girl Scouts of the USA and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The board of directors or executive committee shall fill delegate vacancies from among the elected persons to fill vacancies. If there are not adequate persons to fill vacancies to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the corporation.

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

The fiscal year of the council shall be October 1 through September 30.

Section 2. Contributions.

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the corporation shall be accepted or collected only as authorized by the board of directors.

Section 3. Depositories.

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the board of directors.

Section 4. Approved Signatures.

Approvals for signatory authority in the name of the corporation and access to funds and securities of the corporation shall be authorized by the board of directors.

Section 5. Bonding.

All persons having access to or responsibility for the handling of monies and securities of the council shall be bonded in the amount authorized by the board of directors.

Section 6. Budget.

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the council in excess of the total budgeted appropriations without prior approval of the board of directors.

Section 7. Property.

Title to all property owned by the council shall be held in the name of the council.

Section 8. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

A summary report of the financial condition of the council shall be distributed to the members of the board of directors on a monthly basis; a summary report of the financial condition of the corporation shall be distributed to the membership at the

annual corporate meeting.

Section 10. Investments.

The funds of the corporation shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE XIII – INDEMNIFICATION

Section 1. Officers and Directors.

Each person who is or was a director or officer of the corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her official capacity, or in connection with his or her status, as a director or officer of the corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which she/he may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

Section 2. Others.

Persons who are not directors or officers of the corporation but are volunteer workers or employees of the corporation engaged in the work of the corporation may be indemnified to the extent specifically authorized at any time by the board of directors and not inconsistent with state law as in effect from time to time.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the corporation, board of directors, and all committees, subject to the laws of the State of Missouri, the articles of incorporation and these bylaws and any special rules of order adopted by the corporation or board of directors.

ARTICLE XV – AMENDMENTS

These bylaws may be amended by a two-thirds vote of those present and voting at a meeting of the corporation, provided that the proposed amendments shall have been included with the notice of the meeting.

ARTICLE XVI – COMMUNICATIONS

Meetings of the corporation, board of directors, and/or any committee or task group may be held by means of conference telephone, videoconference, or similar communications equipment by which all participants can hear and/or communicate concurrently with each other. Participating in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

ARTICLE XVII – CHOICE OF LAW

The validity, interpretation, and legal construction and application of these bylaws and the conduct of the affairs and operations of this non-profit corporation are, and shall be, governed and determined exclusively by the law of the State of Missouri.