

BYLAWS FOR GIRL SCOUTS OF EASTERN WASHINGTON & NORTHERN IDAHO

ARTICLE 1 OFFICES

The principal office of the Corporation shall be located at its principal place of business, in Spokane, Washington, or such other place as the board of directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the board of directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2 THE CORPORATION AND COUNCIL

2.1 **Corporation.** The term “Corporation” used herein refers to the Girl Scouts of Eastern Washington and Northern Idaho.

2.2 **Qualifications for Council.** The voting members of the council must be members of the Girl Scout movement, 14 years of age or over, and registered through the Council.

2.3 **Council.**

2.3.1 Council shall consist of: two delegates elected by each service unit, plus one additional elected delegate per every 100 girl members, ages 5-17 (or through grade 12), in the service unit determined at the end of the previous membership year. The service unit shall also elect, at the same time and in the same manner as delegates, alternates to fill vacancies. Service Units are established by operational management to provide service to Girl Scout troops/groups/individuals. Non-traditional Girl Scout programs shall be considered one service unit for the purpose of delegate selection. Volunteers or staff, who are working directly with girls, may be delegates for this service unit.

2.3.2 Members of the Board of Directors and members of the council Board Development Committee who are not otherwise voting members of the board also serve as delegates.

2.3.3 At least two-thirds of the voting members must be elected delegates by service units. All delegates shall hold voting membership only for the term to which they have been elected and only for as long as they are registered through the council. Service unit delegates serve a one year term with an option to be re-elected. A one-year term is the GSEWNI membership year of October 1 – September 30.

2.4 **Responsibilities of Delegates.**

The delegates to the council shall:

2.4.1 attend the regular annual meeting and at least one regular policy meeting per term. If a delegate fails to meet the minimum attendance requirement, the service unit has the power to release the delegate and to fill the vacancy with an alternate.

- 2.4.2 shall gather information and/or report back to the constituents in their jurisdiction at least once per term of service for the purpose of decision making input.
 - 2.4.3. elect the officers of the council, the members-at-large of the board of directors, the members of the Board Development Committee, and delegates to the National Council Meeting.
 - 2.4.4 determine general lines of direction for Girl Scouting within the jurisdiction of the council by receiving and responding to reports and information from the board of directors.
 - 2.4.5. amend the articles of incorporation and bylaws.
 - 2.4.6. take all other action requiring membership vote.
 - 2.4.7 conduct such other business as may, from time to time, come before the delegates.
- 2.5. **Regular Meetings.** There shall be at least one regular meeting of the delegates of the council at such time and place as may be determined by the board of directors. The annual meeting shall be held each year at a time and place to be determined by the Board. If a delegate cannot attend the annual meeting, the delegate is presumed to have resigned and an alternate takes her/his place. The service unit shall fill council delegate vacancies from among the persons elected as alternates to fill vacancies.

Notice of time, place, and intended business of the meeting, together with the slate of nominees for any position to be elected at the meeting, shall be mailed, faxed, or sent electronically to each delegate of the council to the contact information on file with the Council office not less than thirty, nor more than sixty days before the meeting.

2.6 **Special Meetings.** Special meetings of the council shall be called by the Chair, within 14 days, upon written request of the majority of the members of the board of directors, or by the written request of twenty percent of the delegates of the council for any purpose within the council, at any time. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be mailed, faxed, or sent electronically, to all members at the addresses shown on the books of the council, or to the address last made known in writing to the council by the member. Notice must be given not less than ten days before the meeting. The meeting shall be held at such place as determined by the Chair.

2.7 **Quorum.** Twenty-five percent of the delegates of the council shall be present to constitute a quorum for the transaction of business, provided that a simple majority of the total service units of the council are represented by at least one delegate.

2.8 **Voting Procedures.** Each voting delegate present in person or electronically shall be entitled to one vote. Proxy voting is not allowed. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; majority of votes cast shall elect. All other matters shall be determined by a majority vote of the voting members present and voting, unless otherwise provided by law or these bylaws, or parliamentary authority. **Amended April 25, 2009**

ARTICLE 3
BOARD OF DIRECTORS

3.1 **Powers, Responsibilities and Accountabilities.** The corporate business and 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 articles of incorporation. To this end the Board will:

3.1.1 Be mission and outcomes focused

3.1.2 Provide fiduciary and fundraising stewardship

3.1.3 Provide strategic leadership

3.1.4 Ensure ongoing communication with constituents

3.1.5 Partner with the Board Development Committee

3.1.6 Perform the following fiscal responsibilities:

- i. Establish the fiscal year of the council.
- ii. Establish guidelines for acceptance of contributions.
- iii. Accept or collect any contributions, bequests, or gifts made to the council, as authorized by board guidelines.
- iv. Designate banks where all funds of the council shall be deposited to the credit of the council.
- v. Provide resolutions for approval signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the council .
- vi. Ensure bonding of all persons having access to, or major responsibility for, the handling of monies and securities of the council.
- vii. Approve the annual budget of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.
- viii. Retain a certified public accountant or other independent public accountant to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the board of directors and to Girl Scouts of the United States of America.
- ix. Provide a summary report of the financial operations of the council at least annually to the membership, and to the public, in such form as the board of directors shall provide.
- x. Retain independent legal counsel to (a) ensure compliance with federal and state requirements; (b) review and advise on any, and all, legal instruments the council executes, such as leases, contracts, property purchases, or sale; (c) review and advise on any official statements developed for the media (print, television, or radio); and (d) provide such other legal advice as necessary.
- xi. Direct the investment of funds of the council in accordance with the direction of the board of directors, or any committee of the board appointed for such purpose.
- xii. Provide indemnification in accordance with the state code.

3.1.7 Approve service unit boundaries for purposes of delegate selection.

3.1.8 **Be accountable:** to the elected membership for managing the affairs of the Council; to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements; to the state in which it is incorporated (including foreign incorporated status) for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations. Amended April 25, 2009

3.1.9 Hire the CEO, who will hold office at the pleasure of the board of directors. The board will conduct an annual performance review for the CEO.

3.2 **Composition.** The board of directors shall consist of:

3.2.1 the officers of the council,

3.2.2 eighteen directors, herein called members-at-large

3.2.3 Geographic representation goals for board members will be at a minimum as follows:

4 total from Benton, Franklin, Walla Walla and Columbia Counties

2 total from Yakima and Klickitat Counties

2 total from Kittitas, Chelan, Douglas, Grant, Okanogan, Adams, Lincoln, and Ferry Counties

3 total from Stevens, Pend Oreille, Boundary, Bonner, Kootenai, Benewah, Shoshone, Whitman, Latah, Clearwater, Garfield, Asotin, Nez Perce, Lewis, and Idaho Counties

7 total from Spokane County

The Board of Directors shall be representative of the various geographic areas of the council.

Amended April 25, 2009

3.2.4 The chair of the board development committee, if not elected to the board of directors otherwise, shall be an ex officio member of the board, serving without a vote.

3.3 **Election and Term.** The members-at-large shall be elected by the delegates of the council for a term of three years, or until their successors are elected, and shall serve for no more than two consecutive terms.

After publication of the annual meeting packet, nominations may be submitted to the Board Development Committee or CEO by a voting member up until seven (7) days prior to the annual meeting of the council. The nomination can then be made from the floor provided the eligibility of the nominee has been established by the Board Development Committee and is in accordance with these bylaws. The written consent of the nominee must be submitted to the Board Chair in advance of the annual meeting.

3.3.1 The board of directors elected at the initial annual meeting of members shall be divided into three classes (Class A, Class B, and Class C), each consisting, as nearly as possible, of one-third of the total number of directors elected at that time. The term of office of Class A directors shall expire on the next annual meeting following the annual meeting at which they are elected. The term of office of Class B directors shall expire at the next annual meeting thereafter. The term of office of Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting.

3.3.2 Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board when serving as an officer or as chair of the board development committee.

3.4 **Vacancies.** Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall be filled by appointment of the Board of Directors and the appointed Board member shall serve until the next annual meeting of the council.

Any board member who is absent from more than twenty-five percent of regular meetings in one council year will be considered to have resigned unless the board votes otherwise.

3.5 **Regular Meetings.** Regular meetings of the Board shall be held at such time and place as determined by resolution of the Board of Directors at the first regular board meeting following the annual meeting. The Board shall meet no less than four times each year. Notice of time, place, and purpose of the meeting shall be mailed, faxed, or sent electronically to each director in writing or by means of verifiable receipt to the contact information on file with the Council office, not less than five days before the meeting.

3.6 **Special Meetings.** Special meetings may be called by the Chair and upon the written request of five board members. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called. Each member shall be notified by telephone, fax, electronic mail or by personal service of the time, place, and intended business of the meeting at least forty-eight (48) hours prior to the meeting.

3.7 **Quorum.** A majority of the board of directors currently serving must be present in person, by electronic means or by telephone to constitute a quorum for the transaction of business. Electronic or telephonic participation by a member shall also be considered as regular attendance for the meeting.

ARTICLE 4 OFFICERS

4.1 **Number and Title.** The officers of the council shall be a Chair; a First Vice Chair; a Second Vice Chair; a Secretary; a Treasurer; and the Chief Executive Officer (CEO), who shall serve as an ex officio member of the Board, without a vote.

4.2 **Election, Term, and Vacancies.** The Chair, Vice Chairs, Secretary, and Treasurer shall be elected by the delegates of the council for a term of three years, or until their successors are elected, and shall serve for no more than two consecutive terms in any one or more of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of Chair, such person shall be eligible to serve two consecutive terms as Chair. Terms of office shall begin at the close of the annual meeting at which elections are held.

On years when Officer terms expire and after publication of the annual meeting packet, nominations may be submitted to the Board Development Committee or CEO by a voting member up until seven (7) days prior to the annual meeting of the council. The nomination can then be made from the floor provided the eligibility of the nominee has been established by the board development committee and is in accordance with these bylaws. The written consent of the nominee must be submitted to the Board Chair in advance of the annual meeting.

A vacancy among the officers, other than the Chair, shall be filled by the board of directors until the next annual meeting. In case of a vacancy in the office of the Chair, the Vice Chairs will succeed in order of their rank until the next annual meeting.

4.3 **Officer's Duties.**

4.3.1 The Chair. The Chair shall be the chief elected corporate officer of the council and shall preside at all meetings of the council and the board of directors. The Chair shall be responsible for determining that the lines of direction given by the members of the council and the actions of the board are carried into effect, and for reporting to the board on the conduct and management of the affairs of the council. The Chair shall be an ex officio member of all committees established by the board and shall perform such other duties as are prescribed elsewhere in the bylaws and as are usual to the office.

4.3.2 Vice Chairs. In the temporary absence or disability of the Chair, the Vice Chairs, in order of their rank, shall preside at meetings of the council and the board. They shall have such other powers and perform such other duties as may be assigned by the Chair from time to time.

4.3.3 Secretary. The Secretary shall be responsible for ensuring the issuance of notices of all meetings of the council and board of directors, shall see that the minutes of such meetings are kept, and shall perform such other duties as are usual to this office.

4.3.4 The Treasurer. The Treasurer shall be responsible for monitoring the receipt and custody of all monies of the council and for monitoring the disbursement thereof as authorized by the board of directors; for seeing that accurate accounts are kept of monies received and paid out; for executing contracts or other instruments authorized by the board of directors; and for preparing and issuing financial statements and reports. The Treasurer shall be an ex officio member of the finance committee and shall perform such other duties as are usual to this office.

4.3.5 The Chief Executive Officer. The Chief Executive Officer of the council shall be responsible for providing advice and assistance to the council, the board of directors, the Chair and other officers, and the committees; and shall be responsible for administering the total operations of the council. The CEO shall have such other powers and perform such other duties as may be provided by the board of directors through the Chair. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

4.4 **Removal of Officers.** An elected officer may be removed for cause, by vote of two-thirds of the remaining members of the Board of Directors.

ARTICLE 5 BOARD COMMITTEES

5.1 **Establishment, Appointment of Committees.** The board of directors may establish standing committees, special committees, and/or task groups as it deems necessary. The Chair shall appoint the chairs and the members of committees with the approval of the board.

5.2 **Executive Committee.** The executive committee shall include the officers of the council and four members-at-large elected by the board of directors from among its members. The Chair shall be the chair of the executive committee.

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

Meetings of the executive committee shall be called by the Chair. Notice of time, place, and purpose of the meeting shall be given each member of the executive committee at least forty eight hours prior to the meeting. Such notice may be made by telephone, fax, electronic mail or by personal service. A majority of the members present in person , by electronic or telephonic means, shall constitute a quorum for the transaction of business.

ARTICLE 6 BOARD DEVELOPMENT COMMITTEE

6.1 **Composition.** There shall be a Board Development Committee consisting of six members, of whom one-third shall be non-board members. The CEO will serve as a non-voting member of the committee.

6.2 **Method of Election, Term, Vacancies.** Members of the Board Development Committee shall be elected by the delegates of the council for a term of three years, or until their successors are elected, and shall not be eligible again for Board Development Committee membership until after the lapse of three years. The term of office shall begin at the close of the annual meeting at which the elections are held and shall expire at the third annual meeting of the council thereafter.

After publication of the annual meeting packet, nominations may be submitted to Board Development Committee or CEO by a voting member up until seven (7) days prior to the annual meeting of the council. The nomination can then be made from the floor provided the eligibility of the nominee has been established by the board development committee and is in accordance with these bylaws. The written consent of the nominee must be submitted to the Board Chair in advance of the annual meeting.

Members absent from three meetings between two successive annual meetings of the council without notification to the chair shall be considered to have resigned and shall be notified to that effect. The Board of Directors shall have the power to fill vacancies in the committee with recommendation from the Board Development Committee until the next annual meeting of the council, at which time the council shall elect a person to fill the unexpired term of the vacated position.

6.3 **Selection and Term of Chair.** The chair of the committee shall be elected by the committee from among the committee members for a term of one year. The Committee chair may serve two consecutive one year terms as chair. The committee chair, if not already elected to the board of directors, shall be ex officio member of the board, serving without a vote. A vacancy in the office of the chair shall be filled by the committee for the remainder of the unexpired term.

6.4 **Quorum.** A majority of the members of the committee present in person or by electronic or telephonic means, shall constitute a quorum for the transaction of business.

6.5 **Responsibilities.**

6.5.1 The Board Development Committee shall cultivate, recruit, and prepare a single slate of candidates for officers, board members at large and board development committee members to be presented at the annual meeting.

6.5.2 At a regularly called meeting of the Council held in the same year as a regularly called meeting of the National Council of Girl Scouts of the United States of America, the Committee shall, in addition to the regularly prepared slate as set forth in 6.5.1, prepare and present to the membership a single slate of alternate nominees for delegates to the National Council, and a single slate of nominees to fill vacancies among elected national council delegates, should vacancies occur.

6.5.3 Working in partnership with the Executive Committee, assist in orientation, development, and Board Evaluation,.

**ARTICLE 7
PARTIAL TERMS**

A person who has served more than one half a term in any position or office as that 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 or any other office or position.

**ARTICLE 8
POLICY MEETINGS**

8.1 **Regular Policy Influencing Meetings.** The Board of Directors will call a minimum of two meetings per year for the purpose of policy influencing. Notice of the time, place, and purpose of the meetings shall be mailed, faxed, or sent electronically to each delegate to the contact information on file with the Council office not less than thirty days before the meetings.

8.2 **Participants.** Delegates, as defined in Article 2, Section 2.4, et seq., must attend one regular policy influencing meeting annually.

8.3 **Purpose.** The purpose of the policy influencing meetings shall be to provide an opportunity for:

8.3.1 Discussion of policy issues.

8.3.2 Provide advice on proposed plans, policies, and other matters referred to or by the board of directors.

8.3.3 Participation in council strategic planning.;

8.3.4 Submit written proposals to the Board of Directors for improving the quality of Girl Scouting.

Amended April 25, 2009

8.3.5 Such other participation as may be requested by the Board of Directors from time to time.

8.4 **Special Meetings.** Special meetings may be called at the request of the Board of Directors, or upon written request of ten percent of the delegates. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and intended business of the meeting shall be mailed, faxed, or sent electronically to each delegate to the contact information on file with the Council office not less than ten days before the meeting.

ARTICLE 9 NATIONAL COUNCIL DELEGATES

The national council delegates whom the council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected in a single slate as outlined in Article 6.5.2 of the Bylaws, by the members of the council at a meeting held within a year of the regular meeting of the National Council. The board of directors, or the Chair in the absence of a meeting of the board, 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 delegates. If there be no such persons, the board of directors, or the Chair in the absence of a meeting of the board, shall have the power to fill vacancies among the national council delegates until the next meeting of the council. National Council Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scouts of the United States of America who are at least 14 years of age, and who are registered through the council with Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election or until their successors are elected.

ARTICLE 10 PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, (Latest Edition), shall be the parliamentary authority governing the meeting of the council, board of directors, and all committees.

ARTICLE 11 AMENDMENTS

These bylaws may be amended by a two-thirds vote of delegates of the council eligible to vote at any regularly called or specially called meeting of the council, provided that the proposed amendment must have been included in the notice of the meeting..

Adopted May 1, 2007
Amended April 25, 2009