

GIRL SCOUTS OF WESTERN OHIO BYLAWS

November 1, 2007

Article I - Name

The corporation shall be known as the Girl Scouts of Western Ohio (the "Council").

Article II - Purpose

The purpose of the Council shall be:

1. To further the development of the Girl Scout Movement in the United States;
2. To establish local responsibility for leadership, administration and supervision of the Girl Scout Movement in the jurisdiction of the Council; and
3. To develop, manage and maintain Girl Scouting in accordance with the terms of the Council's charter.

Article III - Council Membership

Section 1. Members. The Members of the Council shall be all active adult volunteers and all active girl members 14 years of age and older who are registered in the Girl Scout Movement through the Council. An active adult volunteer is a member of Girl Scouts of the USA who has been appointed or elected, including board members, to serve in a specific volunteer position.

Section 2. Voting Members.

A. The Voting Members of the Council shall be:

1. The Members, determined as of the first day of the fiscal year in which a meeting is being held; and
2. Delegates to the National Council of Girl Scouts of the United States of America (the "National Council").

B. The Members shall comprise the majority of the Voting Members.

C. A Delegate to the National Council shall be a Voting Member only for the term to which she or he has been elected as a Delegate.

D. Each Voting Member shall be entitled to one vote at meetings of the Council, and no Voting Member may vote in more than one capacity at meetings of the Council.

Article IV - Council Responsibilities

- Section 1. Elections. The Voting Members of the Council shall elect the following in accordance with the procedures set forth in these Bylaws:
- A. Officers of the Council;
 - B. Members of the Board of Directors (the "Board");
 - C. Members of the Board Development Committee; and
 - D. Delegates and Alternate Delegates to the National Council (the "National Delegates" and "Alternate National Delegates").
- Section 2. Direction. The Council shall determine the general direction for the Girl Scout Movement within the jurisdiction of the Council by receiving and acting upon recommendations of the Board and by giving guidance to the Board.
- Section 3. Other Business. The Council shall conduct such other business as may from time to time come before the Council.

Article V - - Council Meetings

- Section 1. Annual Meeting. An Annual meeting of the Members of the Council (The "Annual Meeting") shall be held between April 1 and June 1, at a time and place determined by the Board.
- Section 2. Special Meetings. Special meetings of the Council may be called by the Chair of the Council and shall be called by the Chair upon a written request stating the purpose of the requested meeting from either a majority of the membership of the Board or five percent (5%) of the Voting Members, as determined on January 1 of the fiscal year in which the request is made.
- Section 3. Quorum. Those Voting Members present at a meeting of the Members, in person, electronically or by proxy, shall constitute a quorum. Except as set forth expressly in the Articles of Incorporation, these By-Laws, or applicable law, decisions by the Voting Members shall require a majority vote of the Voting Members who are present, in person, electronically or by proxy.
- Section 4. Voting Procedures. Voting for the offices and positions described in Section 1 of Article IV and on any other matters properly before any meeting shall be by ballot, whether in person or by proxy, and majority vote shall determine. Voting may be done by mail or any communications equipment that provides a transmission by, including, but not limited to, telephone, telecopy, or any electronic means, such as the Internet, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Voting Member. Participation through telephonic or other electronic means that allows all persons participating in the meeting to contemporaneously communicate with each other shall be treated as physical attendance at any meeting. The Board may adopt procedures and guidelines for the use of communications equipment to permit the Council to verify that a person is a Voting Member and to maintain a

record of any vote. Attendance at a meeting in person revokes any prior proxy.

Section 5. Notice. Notice of the time, place and purpose shall be given no more than 60 days and no later than 30 days before the Annual Meeting and no more than 20 days and no later than 10 days before any special Council meeting.

Section 6. Any action that may be authorized or taken at a meeting of the Voting Members may be authorized without a meeting by a unanimous written consent of the Voting Members pursuant to Section 1702.25 of the Ohio Revised Code (the "ORC").

Article VI - Board of Directors

Section 1. Members of the Board shall be:

- A. Officers of the Council;
- B. No less than eight (8) members-at-large, reflecting the geographic and demographic diversity of the Council;
- C. The Chair of the Board Development Committee, ex-officio without vote, if not otherwise a member of the Board;
- D. One or two girl members, 14 years of age or older, appointed by the elected members of the Board, each for a one-year term, without vote;
- E. The immediate past Chair of the Council, ex-officio without vote; and
- F. The Chief Executive Officer of the Council ("CEO"), ex-officio without vote or right to make motions.

Section 2. Powers, Responsibilities and Accountabilities. The Board:

- A. Shall govern the corporate business and affairs of the Council and exercise stewardship of the assets of the Council to see to it that the Council achieves its purpose and avoids situations deemed by the Board or applicable law to be unacceptable for similarly situated Ohio non-profit corporations.
- B. Shall be accountable to:
 - 1. The Members for governing the affairs of the Council;
 - 2. The Board of Directors of the Girl Scouts of the United States of America for compliance with charter requirements;
 - 3. The state of Ohio for adhering to state corporate law; and
 - 4. The federal government for adhering to federal income tax laws with respect to organizations exempt from federal income taxes;

- C. Shall carry out responsibilities related to policy-making, planning, review, funding and community relations;
- D. By a majority vote, may require a member of the Board to be excused from those portions of Board meetings during which matters are to be considered that could evolve into a conflict of interest for such individual;
- E. Shall ensure two-way communication between the Board and the Members; and
- F. The board shall determine the number of open seats on the Board and Board Development Committee in advance of a given Board and Board Development Committee election.

Section 3. Meetings.

- A. Meetings of the Board shall be held no less than four times in each fiscal year, at such time and place as may be determined by the Chair of the Council. Meeting location and time determination shall be determined with sensitivity to regional representation and inclusion of all.
- B. Special meetings may be called by the Chair of the Council and shall be called by the Chair upon written request of 25% of the then serving members of the Board. Such meetings shall be held at the same place in which regular meetings are held unless determined otherwise by the Board.
- C. The quorum shall be a majority of the members of the Board entitled to vote, except for the purpose of filling vacancies on the Board, for which the quorum shall be a majority of the membership of the Board entitled to vote remaining in office at that time.
- D. Notice of time, place and purpose of any meeting shall be given to each Board member at least five days prior to the opening of a regular meeting and at least 24 hours before the opening of a special meeting. A Board member may at any time waive, in writing, notice of a meeting. By attending a meeting without protesting the lack of proper notice before or at the beginning of the meeting, a Board member waives notice of the meeting.
- E. Attendance at any meeting of the Board may be in person or by any electronic means whereby each Board member can hear each other Board member and participation by such means shall constitute presence at such meeting.
- F. Any action that may be authorized or taken at a meeting of the Board may be authorized without a meeting by unanimous written consent of the directors pursuant to Section 1702.25 of the ORC.

Section 4. Term of Office of Member-at-Large Directors.

- A. Except for Members-at-Large Directors elected to the initial Board of the Council, as described in Paragraph B of this Section, Members-at-Large Directors shall be elected for a

term of two years or until their successors are elected and may serve for no more than three consecutive terms. After a lapse of one year, such Member may again be eligible for election as a Member-at-Large.

- B. One half of the Members-at-Large Directors for the initial Board of the Council shall serve until the Annual Meeting of the Council held in 2009 and one half of the Members-at-Large Directors for the initial Board of the Council shall serve until the Annual Meeting of the Council held in 2010.

Section 5. Vacancies.

- A. Vacancies on the Board may occur through death, resignation, creation of new directorships or otherwise.
- B. Absence, without prior notification to the Chair of the Council, of any voting member of the Board from three regular Board meetings during any one-year period shall constitute a resignation and the Board shall notify the member of this fact and proceed with filling the vacancy.
- C. Any member of the Board may be removed, with or without cause, by a 2/3 vote of the membership present and of the Board entitled to vote at a meeting called for that purpose.
- D. Subject to the laws of the state of Ohio, vacancies shall be filled until the next Annual Meeting by a majority vote of the remaining members of the Board entitled to vote.

Article VII - Officers

Section 1. The officers of the Council shall be a Chair (who shall act as the president of the Council), First Vice-Chair, Second Vice-Chair, Secretary and Treasurer, and any other officers that the Council may elect.

Section 2. Election.

- A. Except for the officers of the Council elected to the serve at the commencement of the Council, on January 1, 2008, as described in Paragraph B of this Section, officers shall be elected at the Annual Meeting in even-numbered years for terms of two years or until their successors are elected and qualified and may serve two consecutive terms in the position. After a lapse of one year, such Member shall again be eligible for election to that position.
- B. Officers elected to serve at the commencement of the Council on January 1, 2008 shall serve until the Annual Meeting held in 2010.

Section 3. Eligibility. Any Member 18 years of age or older shall be eligible to be an officer. To be eligible for the office of Chair of the Council or of first Vice-Chair of the Council, an individual must have served on the Board at least one term in the preceding six years.

Section 4. Vacancies.

- A. A vacancy in the office of Chair of the Council due to death, resignation, permanent disability, as determined by majority vote of the members of the Board entitled to vote, removal, or otherwise, shall be filled by the Vice-Chairs of the Council in the order of their rank.
- B. A vacancy in an office other than that of Chair of the Council shall be filled by the Board.
- C. The person assuming office because of a vacancy shall serve until the next Annual Meeting.

Section 5. Duties and Responsibilities of Officers of the Council.

A. The Chair:

- 1. Shall serve as the president and chief governance officer of the Council;
- 2. Shall preside at all meetings of the Council and the Board;
- 3. Shall be accountable for the integrity of the Board's governing process.
- 4. Shall report to the Members and to the Board on the conduct and management of the affairs of the Council;
- 5. Shall be an ex-officio member of all task groups established by the Board;
- 6. May appoint a professional parliamentarian as adviser and counselor for all Council meetings and may appoint a professional parliamentarian to advise and counsel, on request, officers, the Board task groups, and committees; and
- 7. Shall have such other powers and perform such duties as may be assigned by the Board.

B. The Vice-Chairs shall:

- 1. Preside, in the temporary absence or disability of the Chair and in the order of their rank, at meetings of the Council and the Board; and
- 2. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

C. The Secretary shall:

- 1. See that notices of all meetings of the Council and the Board are given;
- 2. See that minutes of the Council and the Board are kept;
- 3. See that the corporate books, records, and files are accurate, maintained, and archived appropriately; and

4. Have such other powers and perform such duties as may be assigned by the Chair or the Board.
- D. The Treasurer shall:
1. Assure effective governance of the Council's financial planning, activities, and conditions.
 2. Exercise the powers and perform the duties usually incidental to the office of treasurer; and
 3. Have such other powers and perform such duties as may be assigned by the Chair or the Board.

Article VIII – Board Development Committee

Section 1. Number. There shall be no less than five and no more than nine members of the Board Development Committee, reflecting geographic and demographic diversity of the Council, of which at least two, but not more than four, shall be members of the Board entitled to vote. At no point shall the majority be members of the Board. The Board Chair is not eligible to serve on this committee.

Section 2. Responsibilities.

- A. The Board Development Committee shall receive and consider the reports and recommendations of candidates for Council positions from the Members.
- B. The Board Development Committee shall present a single slate of nominees at Annual Meetings:
 1. In even-numbered years only, for officers of the Council, each for a two-year term, except that no such slate shall be presented at the Annual Meeting held in 2008;
 2. Annually, for any officer vacancy that has occurred during the first year of any current two year term or the initial term of the first officers of the Council, to complete the unexpired term;
 3. Annually, for one half of the number of Members-at-Large of the Board whose terms expire in that year, except that no such slate shall be presented at the Annual Council Meeting held in 2008, each for a two-year term;
 4. Annually, for the number of vacancies in Members-at-Large that has occurred during the first year of any current two-year term, to complete the unexpired two-year term or the unexpired term of a Member-at-Large elected to the initial Board of the Council;
 5. a. Except for members of the initial Board Development Committee, as described in subparagraph b of this paragraph, annually, for one half of the number of Board

Development Committee members whose terms expire in that year, each for a two-year term; and

b. Up to four (4) members of the initial Board Development Committee shall serve until the 2009 Annual Meeting and up to five (5) members of the initial Board Development Committee shall serve until the 2010 Annual Meeting.

6. Annually, for the number of vacancies in the members of the Board Development Committee that have occurred during the first year of any current two year term, to complete the unexpired two year term; and

7. In the year of the regular meeting of the National Council, for National Delegates and Alternate National Delegates;

C. The list of nominees to be presented by the Board Development Committee shall be announced at the Board meeting preceding the Annual Meeting at which the election is to take place and shall be included in the call of the Annual Meeting.

D. The Board Development Committee, in conjunction with the Board, shall develop:

1. Board orientation and education materials;

2. Board development materials;

3. Methods of identifying needed skills and talents for the Council Board and task groups;

4. Methods of succession planning; and

5. Board annual self assessment materials

Section 3. Term. Except as provided in Section 2.B.5 of this Article VIII, members of the Board Development Committee shall be elected for terms of two years or until their successors are elected and may each serve one term. After a lapse of two years, such person may again be eligible for election as a member of the Board Development Committee.

Section 4. Chair. The chair of the Board Development Committee shall be appointed by the Chair of the Council, in consultation with the Committee members, from among the members of the Board Development Committee, for a term of one year.

Section 5. Vacancies. The Board shall fill any vacancies on the Board Development Committee, except that of chair, until the next Annual Meeting. A vacancy in the position of chair of the Committee shall be filled by the Chair of the Council from among the members of the Board Development Committee for the remainder of the term.

Section 6. Meetings.

A. Meetings of the Board Development Committee shall be held at the call of the chair of the

Board Development Committee.

- B. Notice of the time, place, and purpose of any meeting shall be given at least five (5) days before the opening of the meeting. A member of the Committee may at any time waive, in writing, notice of a meeting. By attending a meeting without protesting the lack of proper notice before or at the beginning of the meeting, a Committee member waives notice of the meeting.
- C. The quorum shall be a majority of the membership of the Board Development Committee, who may be present in person or by electronic conference.
- D. Attendance at any meeting of the Board Development Committee may be in person or by any electronic means whereby each committee member can hear each other committee member and participation by such means shall constitute presence at such meeting.
- E. Any action that may be authorized or taken at a meeting of the Committee may be authorized without a meeting by a unanimous written consent of the members of the Committee.

Article IX – Task Groups

- Section 1. Establishment. The Board or the Council at the Annual Meeting may establish any task group, as deemed necessary or desirable, with such names, duties, powers, and term of existence as determined by the body that created it.
- Section 2. Members. The task group chair and members of any task group shall be appointed by the Chair of the Council, except when provided otherwise in the resolution or consent by which the task group was created.
- Section 3. Duration. A task group shall remain in existence until its final report is given or until the body that created it discharges the task group.
- Section 4. Meetings. Meetings of any task group may be held either in person or by any electronic means whereby each member of the task group can hear each other member and participation by such means shall constitute presence at such meeting. Any action that may be authorized or taken at a meeting of a task group may be authorized without a meeting by a unanimous written consent of the task group.

Article X - National Council Delegates

- Section 1. Delegates. National Delegates whom the Council is entitled to elect to the National Council shall be elected at the Annual Meeting held within the year preceding the regular meeting of the National Council, for a term of three years or until their successors are elected.
- Section 2. Alternates. Persons to fill possible vacancies among the National Delegates to the National Council shall be elected at the same time and in the same manner as the National Delegates to the National Council.

Section 3. Vacancies.

- A. Vacancies may occur through death, resignation, creation of new positions or otherwise.
- B. The Board or the Chair of the Council shall fill any vacancies among the National Delegates to the National Council from among the Alternate National Delegates. If no Alternate National Delegate is available, the Board, or the Chair of the Council, in the absence of a meeting or a written consent of the Board, shall fill the vacancies among the National Delegates to serve the unexpired term.

Section 4. Eligibility. Each National Delegate shall be:

- A. A citizen of the United States of America; and
- B. A Member of the Council or any other adult registered with the Girl Scout Movement through the Council.

Article XI - Nominations, Terms of Office and Meetings

Section 1. Nominations.

- A. Nominations for all offices and positions described in these Bylaws shall be made on single slates by the Board Development Committee, as set forth in these Bylaws.
- B. Except as otherwise provided herein, nominations from the floor for any office or position shall be in order.
- C. Nominations from the floor at the Annual Meeting shall be in order only if:
 - 1. At least 48 hours prior to the opening of the Annual Meeting, the Chair of the Council is notified of the proposed nomination and is given documentation evidencing the qualification of the proposed nominee for the office or position; and
 - 2. The proposed nominee gives written consent to his or her nomination to the Chair of the Council of the meeting prior to the opening of the Annual Meeting.

Section 2. Terms of Office.

- A. The term for any office or position shall begin immediately following the adjournment of the meeting at which the election for that position was held.
- B. A person who has served more than half of a specific term, as set forth in the Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position.
 - 1. Any person who has served for at least 183 days of an office with a one-year term shall be deemed to have served more than half the term even if such service is less than one-

half the actual term by reason of the dates of election for that position.

2. Any person who is appointed to an office or position caused by a vacancy during the first year of a two year term and is then elected to complete the second year of the unexpired two year term shall be deemed at the end of the second year of the unexpired term to have served only one term and not two terms.

Section 3. Methods of Notice. Notice of time, place and purpose of any meeting called pursuant to these Bylaws may be given in person, or by mail, telephone or electronic means to the address or telephone, facsimile or electronic mail number appearing on the books of the Council.

Section 4. Business. No business may be transacted at any special meeting unless such business was stated in the notice for the meeting.

Article XII - Fiduciary Responsibilities

Section 1. Fiscal Year. The fiscal year of the Council shall be the calendar year (the "fiscal year"). For the purpose of these Bylaws, unless otherwise specified, the term "annually" shall mean once per fiscal year, and the term "day" shall mean calendar day.

Section 2. Contributions. Guidelines for accepting contributions shall be established by the Board. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by the Board.

Section 3. Deposit of Funds. All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banks as shall be designated by the Board.

Section 4. Signature Approval. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money and access to securities of the Council shall be provided by resolution of the Board.

Section 5. Bonds. All persons having access to major responsibility for the handling of monies and securities of the Council shall be bonded; and the bond shall be purchased and paid for by the Council.

Section 6. Budget. The annual budget of estimated income and expenditures shall be approved by the Board in compliance with Board policies.

Section 7. Annual Audit. A certified public accountant or other independent public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Council and a report of this examination shall be submitted to the Board and to the Girl Scouts of the USA.

Section 8. Financial Report. A summary report of the financial operations of the Council shall be made at least annually to the membership and to the public in such form as the Board shall approve.

Section 9. Investments. The Board shall approve a Council investment policy and monitor performance to assure that investments are in compliance with stated policy. The Board may delegate the monitoring function to an investment task group.

Section 10. Legal Counsel. Independent legal counsel shall be retained by the Council to:

- A. Insure compliance with federal and state legal requirements;
- B. Review and advise on legal instruments the Council executes, such as leases, contracts, real estate property purchases, sale or leases; and
- C. Review and advise on any item the Board or CEO deems necessary.

Section 11. Audit Committee. The Board shall appoint an audit committee to assure objective review of financial activities in compliance with Board policy and sound fiscal practices. This committee shall determine the scope of the annual external audit, as well as other direct inspection monitoring as delegated by the Board.

Section 12 Conflicts of Interest

- A. Gifts. No director, officer, or employee of the Council shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan, or other consideration) from any person or entity that has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Council without first making a disclosure of such conflict of interest to the Board.
- B. Conflict of Interest Procedure. When the Board is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board shall be followed.

Article XIII - Indemnification

Section 1. The Council shall indemnify each person who is or was a director, officer, Member, or employee of the Council or such other persons covered by ORC Section 1702.12 to the fullest extent permitted by ORC Section 1702.12.

Section 2. Each Member, director, and officer shall perform such person's duties in good faith, in a manner as such person reasonably believes to be in the best interests of the Council, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. The Member, director, or officer who so performs the duties as a Member, director, or officer shall not have any liability by reason of being or having been a Member, director, or officer of the Council. In performing such person's duties, the Member, director, or officer shall be entitled to rely upon such information, opinions, reports, or statements, including financial statements or other financial data, presented or prepared by (A) any of the Council's other Members, directors, officers, or employees that such Member, director, or officer reasonably believes are reliable and competent in the matters prepared or presented, or (B) any other person, including lawyers or accountants, as to matters that such Member, director, or officer reasonably believes are within such person's professional or expert competence. No Member, director, or officer shall be personally liable to the Council in monetary damages for a breach of duty to the Council unless it

is proved in a court of competent jurisdiction that such person's action or failure to act (i) was not in good faith, (ii) was undertaken with deliberate intent to cause injury to the Council or undertaken with reckless disregard for the interests of the Council, (iii) resulted in an improper personal benefit to such person or any affiliate of such person (iv) constituted fraud or deceit, or (v) was a knowing violation of law.

Article XIV - Procedural Authority

The Board shall establish the procedures for all meetings of the Council and all meetings of the Members within its jurisdiction that are not inconsistent with these Bylaws and any special rules of order adopted by the Council.

Article XV – Dissolution

The Council may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon dissolution of the Council, the Board shall, after paying or making provision for the payment of all the liabilities of the Council, dispose of all assets of the Council as provided in the Council's Articles of Incorporation.

Article XVI – Regulations

These Bylaws shall constitute the Regulations of the Council under the nonprofit corporation laws of the State of Ohio.

Article XVII – Amendments

These Bylaws may be amended at any meeting of the Council by a 2/3 vote of those present in person, electronically, or by proxy, provided that the proposed amendment shall have been included in the notice of the meeting.