



Amended and Restated Bylaws  
of the  
**GIRL SCOUTS OF THE SIERRA NEVADA**

**ARTICLE I – NAME/PURPOSE**

**Section 1. Name/Non-Profit Organization:** The corporation shall be known as and referred to herein as Girl Scouts of the Sierra Nevada (the “Council” or “GSSN”). GSSN is organized and shall be operated exclusively for the purpose of engaging in any activity which a corporation may be organized under the Nevada Revised Statute (“NRS”) Chapter 82 and Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future federal tax code (the “Code”).

**Section 2. Purpose:** The purpose of GSSN shall be as defined in the Articles of Incorporation and including, but not limited to offering girls opportunities to engage in Girl Scouting consistent with the practices and standards of Girl Scouts of the United States of America (“GSUSA”)

**ARTICLE II – MEMBERS/ VOTING MEMBERS**

**Section 1. Members.** Any individual fourteen (14) years of age and over who is a member of GSSN and is currently a registered member of the Girl Scouts of the United States of America (GSUSA) is a member of the Council (hereinafter, known as a “member” and collectively “the members”).

**Section 2. Composition of Voting Members.** Any member is eligible to be a voting member. Voting Members shall consist of each individual member of the GSSN Board of Directors as described in Article V and each individual duly elected by each Service Unit, as defined in Article IV.

**Section 3. Responsibilities:** The Voting Members of the Council shall:

- A. Elect the delegates and alternates to the National Council of GSUSA.
- B. Approve any amendments to the Articles of Incorporation and/or Bylaws of GSSN
- C. Take all other action requiring a vote of the membership as determined by the Board of Directors
- D. Conduct such other business as may, from time to time, come before the members.

**ARTICLE III – MEETINGS OF THE VOTING MEMBERS**

**Section 1. Meetings:**

- A. **Meetings:** Meetings of the Voting Members of the Council shall be called by the Chair of the Board of Directors within fourteen (14) days, upon written request of two-thirds of the members of the Board of Directors or of ten (10) percent of the members, provided at least a majority of the Service units are represented 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 given either personally, mailed, faxed, or transmitted electronically. Notice must be given not more than thirty (30) days and not less than ten (10) days before the meeting. Meetings may be held in person or virtually as is determined to be appropriate to the scope of the meeting.

- B. **Quorum:** The required quorum for the annual or any special meeting shall be twenty percent (20%) of the Voting Members.
- C. **Voting Procedures:** Each Council voting member shall be entitled to one vote. All matters shall be determined by a majority vote of the members voting, unless otherwise provided by law or these Bylaws. Proxy, absentee, and/or electronic voting shall be allowed.

## **ARTICLE IV – COUNCIL SUBDIVISIONS**

**Section 1. Organization of Service Units:** The Council shall be organized by geographical subdivisions known as “Service Units” within the Council’s jurisdiction. Each member may be considered a member of only one Service Unit, which will either be that in which she or he resides or, if affiliated with a troop, the Service Unit in which the troop is registered. Decisions regarding Service Unit organization, boundaries, and composition lie with the operational executive staff of GSSN and are based upon recommendations by a majority of operational volunteers (Service team & troop leaders) in said Service Units.

### **Section 2. Election of Voting Members by Service Units:**

- A. **Procedure.** Each Service Unit shall elect members of the Service Unit to act as Voting Members to GSSN in accordance with policies and procedures the Board may establish from time to time. The number of Voting Members elected by each Service Unit shall be determined by a formula established and administered by the Board.
- B. **Term.** Service Unit Voting Members shall serve a term of one (1) year. Should a Service Unit voting member be unable to fulfill the entirety of their term, the Service Unit to which the voting member belongs may elect an alternate voting member to fulfill the remainder of the term of the initial voting member.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. Duties of the Board of Directors:** 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 the Bylaws or the Articles of Incorporation. The Board of Directors, in addition to other duties shall be responsible for the following specific duties:

- A. Shall manage the affairs of the Council outside of those specifically delegated to the Chief Executive Officer (“CEO”) of GSSN and shall act in a manner that preserves the financial integrity of GSSN.
- B. Shall ensure continuing compliance with all state laws pertaining to the incorporation of GSSN and ensure that GSSN remains in good standing as a Nevada non-profit corporation.
- C. Shall ensure that GSSN complies with all applicable state and federal laws.
- D. Shall employ, supervise, evaluate and as necessary remove the CEO of GSSN as further described in Article VII.

### **Section 2. Composition:**

- A. The Board of Directors shall consist of the officers of the Council, and in addition, not less than ten (10) and no more than fifteen (15) directors, herein called board members.
- B. Honorary board members may be elected by the Board, to serve at the pleasure of the Board. They are entitled to the privileges of membership with the exception of making motions and voting. The number of

honorary board members shall not exceed four (4).

- C. Two girl members fourteen (14) years of age or older shall be elected as ex officio, members of the Board, for a term of one (1) year or until a successor is elected.

Each board member shall sign a conflict of interest statement. No board member's actions shall conflict with the actions taken by the Council.

**Section 3. Election and Term:** New board members shall be elected by the currently sitting members of the Board of Directors for a term of two (2) years commencing on October 1<sup>st</sup> and shall serve for no more than three (3) consecutive terms, and shall not be eligible to serve again as a member-at-large until after a lapse of one (1) year. The girl ex officio members shall be elected by the members of the Board for a term of one (1) year, or until their successors are elected, and shall serve for no more than one (1) term.

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.

**Section 4. Vacancies:** Except as provided in this Article V, Section 3, of these bylaws, vacancies in the Board of Directors for any reason that occur prior to October 1 of any calendar year may be filled by the affirmative vote of the remaining directors then in office, even though they constitute less than a quorum, at any regular meeting of the Board called for that purpose. The newly appointed board member will serve the remainder of the term of the prior board member's term that they are replacing until October 1 when the new board member shall commence their initial two (2) year term.

**Section 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, except that the Board shall meet no less than four (4) times each year. Notice of time, place, and purpose of the meeting shall be given either personally, mailed, faxed, or transmitted electronically to each director not less than five (5) days before the meeting.

**Section 6. Special Meetings:** Special meetings may be called by the Chair. Special meetings shall also be called by the Chair upon written request of five (5) or more directors. 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.

**Section 7. Quorum/Voting:** A simple majority of the voting members of the Board shall constitute a quorum for the transaction of business. When necessary, members may participate by phone, teleconference, or another means by which all members can participate in the meeting. If a matter requiring Board action arises between meetings of the Board, the Board may be polled by electronic communication. A vote by electronic communication must meet the same requirements of quorum as a vote taken at an actual Board meeting. All Board members, with the exception of ex-officio members, will be entitled to one vote on all matters that come before the Board of Directors. Ex-officio members shall be non-voting members.

**Section 8. Removal:**

- A. A member of the Board of Directors may be removed with or without cause by a two-thirds vote of the Board of Directors.
- B. A Board member may be removed by the Chair, with approval of the majority of the Board of Directors Board for failure to attend three (3) consecutive meetings without good cause.

**ARTICLE VI - OFFICERS**

**Section 1. Officer Titles and Qualifications:** The officers of the Council shall be a Chair; a Vice Chair; a Secretary; a Treasurer; and the chief executive officer (CEO) who shall serve ex-officio. Officers shall be selected from sitting members of the Board of Directors.

**Section 2. Election, Term and Vacancies:** The officers shall be elected by the members of the Board for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in any one 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 (2) consecutive terms as Chair. Terms of office shall commence on October 1<sup>st</sup> of the calendar year in which the officer is elected. A vacancy among the officers, other than that of the Chair, shall be filled by the Board of Directors. In the event of a permanent vacancy, as determined by the Board of Directors, in the office of the Chair, the Vice Chair shall become Chair.

**Section 3. Duties:** The duties of the officers shall be as follows:

- A. The Chair shall be the chief corporate officer of the Council and shall:
  - 1. Preside at meetings of the Council and the Board of Directors.
  - 2. Be responsible for ensuring that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board on the conduct and management of the affairs of the Council.
  - 3. Be an ex-officio member of all committees established by the Board of Directors and shall perform such other duties as are assigned by the Board or prescribed elsewhere in the bylaws.
- B. In the temporary absence or disability of the Chair, the Vice Chair shall preside at meetings of the Council and of the Board and shall have such other powers and perform such other duties as may be assigned by the Chair.
- C. The Secretary shall:
  - 1. Be responsible for seeing that notices are issued of all meetings of the Council and the Board of Directors and shall review and approve the minutes of such meetings.
  - 2. Exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors.
- D. The Treasurer shall:
  - 1. Be responsible for monitoring the control, receipt, and oversight of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; and reporting receipt, use, and disbursements of all assets of the Council.
  - 2. Exercise the powers and perform such other duties customarily performed by the Treasurer.
  - 3. Exercise such other powers and perform such other duties as may be assigned by the Chair or Board of Directors.

**Section 4. Removal:** An elected officer may be removed from their titled position, with or without cause, by a vote of two-thirds of the total membership of the Board of Directors.

**Section 5. Partial Terms:** A person who has served more than half of a specific term in an office, as that specific term is 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 office or in another position.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

**Section 1. Composition, Term and Vacancies:** The Chair shall serve as the chair of the executive committee. The Executive Committee shall include:

- A. The Chair, the Vice Chair, the Secretary and the Treasurer of the Council.

**Section 2. Responsibilities:**

- A. 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 policy of the Council.
- B. The Executive Committee shall report on actions taken and all Board correspondence at the following Board meeting for review and/or ratification.
- C. Shall conduct annuals reviews of the CEO and make recommendations regarding the compensation for the CEO in accordance with policies and procedures determined by the Executive Committee.

**Section 3. Meetings:** Meetings of the Executive Committee shall be called by the Chair as deemed necessary. Notice of time, place, and purpose of the meeting shall be given each member of the Executive Committee not less than forty eight (48) hours before the meeting. The purpose of the meeting shall be stated in the call for the meeting, and no other business shall be transacted except that for which the meeting has been called.

**Section 4. Quorum:** Two (2) members of the Executive Committee shall constitute a quorum for the transaction of business.

## **ARTICLE VIII - COUNCIL BOARD DEVELOPMENT COMMITTEE**

**Section 1. Composition:** There shall be a Council Board development committee with a minimum of five (5) members.

- A. Three (3) of the members of the committee shall be non-Board members.
- B. Two (2) members shall be elected from among the members of the Board.
- C. The chair of the Board development committee shall be an ex-officio member of the Board.

**Section 2. Method of Election, Term, and Vacancies:** Members of the committee shall be elected by the members of the Board for a term of two (2) years, or until their successors are elected, shall serve for no more than three (3) consecutive terms, and shall not be eligible again for Board development committee membership until after a lapse of one (1) year.

Terms of office shall commence on October 1<sup>st</sup>. The Board of Directors shall have the power to fill vacancies on the committee.

**Section 3. Selection and Term of Chair:** The chair of the committee shall be appointed by the Board Chair from among the committee members for a term of two (2) years and may serve three (3) terms as chair. The chair, if not already elected to the Board of Directors, shall be an ex-officio member of the Board. A vacancy in the office of the

chair shall be filled by appointment by the Chair from among the members of the committee and shall serve as chair for the remainder of the unexpired term.

**Section 4. Quorum:** A majority of the members of the committee shall be present in person to constitute a quorum for the transaction of business, provided that the number of elected Board members does not exceed the number of non-Board members. When necessary, members may participate by phone, teleconference, or other means by which all members can be a part of the meeting.

**Section 5. Responsibilities:**

- A. The committee shall:
  - 1. Identify and recruit qualified individuals for membership on the Council Board of Directors in conjunction with Counsel staff.
  - 2. Present the Board of Directors with a single slate of nominees for officers of the Council.
  - 3. Present to the Board qualified nominees for consideration for membership on the Board of Directors.
  - 4. Present to the Board of Directors nominees for membership on the Board development committee.
- B. In the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall present to the Voting Members:
  - 1. A single slate of nominees for National Council delegates.
  - 2. A single slate of nominees to fill vacancies among elected national Council delegates should vacancies occur during the term.

**ARTICLE IX - BOARD COMMITTEES**

**Section 1. Establishment:** The Board of Directors shall establish standing committees, special committees, and/or task groups as it deems necessary. Such committees shall have such names, responsibilities, and existence as may be determined, from time to time, by action of the Board of Directors.

**Section 2. Composition, Appointment and Term:**

- A. Members of all committees and task groups shall be appointed by the Chair, subject to the approval of the Board of Directors, and shall serve for a term of one year or until their successors are appointed, or until their charge is completed.
- B. Any such committee shall consist of one (1) or more Board members and such other individuals as necessary to fulfill the needs of such committee.
- C. Appointments shall be made at the Board meeting following establishment or renewal of the committee. Vacancies may be filled at any regular meeting of the Board.

**Section 3. Selection and Term of Chair:** The chair of the committee or task group shall be appointed by the Chair, with the approval of the Board of Directors, from among the members of the committee for a term consistent with that of the committee and shall serve as chair for no more than six consecutive terms. A vacancy in the office of chair shall be filled by the Chair with approval of the Board for the remainder of the unexpired term.

## **ARTICLE X – CEO**

**Section 1. Appointment:** There shall be a CEO appointed by the Board of Directors.

**Section 2. Responsibilities:** The CEO shall be responsible for providing professional advice and assistance to the Council, Board of Directors, Chair and other officers; 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. The CEO shall have the authority to employ and release employed staff in accordance with the policies adopted by the Board of Directors.

## **ARTICLE XI - NATIONAL COUNCIL DELEGATES**

**Section 1. Selection of Delegates:** The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the Voting Members of the Council in the 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 delegate vacancies from among the alternates elected to fill vacancies. 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.

- A. Delegates shall be citizens of the United States of America.
- B. Delegates shall be elected from the active members fourteen (14) years of age or older of the Girl Scout movement in the United States of America, who are registered through the Council with GSUSA.
- C. Delegates shall serve for a term of three years from the date of their election.
- D. The delegate body must include a girl or girls, if girl members are available.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council Board of Directors and all committees; subject to the laws of the state of Nevada, the Articles of Incorporation, these Bylaws and any special rules of order adopted by the organization.

## **ARTICLE XIII - FISCAL RESPONSIBILITIES OF THE COUNCIL**

1. **Fiscal Year:** The fiscal year of the Council shall be October 1<sup>st</sup> through September 30<sup>th</sup> of each calendar year.
2. **Contributions:** Guidelines for accepting contributions are set forth in the Board approved GSSN Finance Policies.
3. **Depositories:** 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 of Directors.
4. **Approved Signatures:** Guidelines for signatures necessary on contracts and access to securities of the Council are outlined in the Board approved GSSN Finance Policies.

5. **Budget:** The annual budget of estimated income and expenditures shall be approved by the Board of Directors.
6. **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 corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.
7. **Legal Counsel:** Independent legal counsel shall be retained to advise the Council on matters deemed necessary by the Board of Directors and/or CEO.
8. **Property:** Title of all property shall be held in the name of the Council.
9. **Financial Reports:** 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 of Directors shall provide.
10. **Investments:** The Council shall have the right to retain all or any part of, any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to any class of investments by law; provided, however, that no action shall be taken by, or on behalf of, the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. **Indemnification:** The Council may indemnify any individual in accordance with the laws of the state of Nevada by resolution of the Board of Directors.

#### **ARTICLE XIV – AMENDMENTS**

These bylaws may be amended by a two-thirds vote of members of the Council present and voting at any meeting of the Council, provided that the proposed amendment shall have been included in the notice of the meeting.

#### **ARTICLE XV - DISSOLUTION**

In the event of the dissolution or final liquidation of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the corporation shall be distributed, conveyed, assigned, or transferred to organizations which comply with the following conditions: Such organizations must be chartered or licensed by Girl Scouts of the U.S.A., and shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954, or, such remaining assets shall be placed in trust with Girl Scouts of the U.S.A. for the benefit of Girl Scouting, pending the inclusion of the jurisdiction of the dissolved Girl Scout Council in the jurisdiction of another Girl Scout Council.