

**GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.**

**AMENDED AND RESTATED BYLAWS  
ADOPTED APRIL 25, 2020 BY THE MEMBERSHIP OF  
GIRL SCOUTS OF WEST CENTRAL FLORIDA, INC.**

**ARTICLE I - THE CORPORATION**

**Section 1. Corporation**

Girl Scouts of West Central Florida, Inc. shall be known as and referred to hereinafter as “the council.”

**Section 2. Membership**

The members of the council shall be all registered members of the Girl Scout movement, 14 years of age or over, registered through the council.

Voting members of the council (“voting members”) shall consist of:

- a. elected service unit delegates and service unit alternate delegates (who are assigned to serve as voting members in the absence of service unit delegates);
- b. elected area association delegates and area association alternate delegates (who are assigned to serve as voting members in the absence of area association delegates);
- c. the chair of each area association;
- d. officers and members of the board of directors; and
- e. members of the council board development committee who are not otherwise members of the board of directors.

**Section 3. Election of Area Association Delegates and Service Unit Delegates**

Each area association (as defined in Article VIII, Section 1 of these bylaws) shall be entitled to elect two (2) area association delegates and two (2) area association alternate delegates.

Each service unit (a geographic subdivision within each area association) shall be entitled to elect service unit delegates and service unit alternate delegates in a ratio of 1:1 (one delegate to one alternate). The number of service unit delegates and service unit alternate delegates per service unit shall be based on the girl membership as of September 30 of each year according to a formula established and administered from time to time by the board of directors. Every service unit shall be entitled to elect at least one (1) service unit delegate and one (1) service unit alternate delegate.

All service unit delegates, service unit alternate delegates, area association delegates and area association alternate delegates shall be elected for a term of two (2) years. Terms begin following

the annual meeting and prior to the end of the calendar year, as provided in these bylaws. Terms expire when each individual's successor is elected and assumes office, or, if earlier, upon each individual's resignation, death, or removal from office. The term of office of at least one-half (½) of the service unit delegates, service unit alternate delegates, area association delegates, or area association alternate delegates shall expire at each annual meeting of the council.

#### **Section 4. Responsibilities**

The voting members of the council shall:

- a. elect the officers of the council;
- b. elect other members of the board of directors;
- c. elect members of the council board development committee;
- d. elect delegates and alternate delegates to the National Council of the Girl Scouts of the United States of America;
- e. determine the general lines of direction for Girl Scouting locally by receiving and acting upon reports of the board of directors and by giving guidance to the board of directors;
- f. amend the articles of incorporation and bylaws; and
- g. take all other action requiring membership vote, within the responsibilities of the council.

#### **Section 5. Annual Meeting**

The annual meeting of the council shall be held each calendar year at such time and place as may be determined by the board of directors. Notice of time, place, and purpose of the annual meeting, together with the slate of nominees for all offices and positions to be filled at such annual meeting pursuant to these bylaws, shall be personally given or mailed or electronically transmitted ("mailed" is defined throughout this document as: the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services; "electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient) not more than forty-five (45) days and not less than thirty (30) days before the annual meeting. If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as reasonably practical, and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting.

#### **Section 6. Special Meetings**

Special meetings of the council may be called by the president and shall be called upon written request of:

- a. at least a two-thirds (2/3) majority of the board of directors, or;
- b. at least twenty-five percent (25%) of the voting members of the council.

The purpose of such special meetings shall be stated with the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and

purpose of the meeting shall be given personally or mailed or electronically transmitted to each member not more than thirty (30) days and not less than ten (10) days before the special meeting.

### **Section 7. Quorum**

Twenty-five percent (25%) of the voting members of the council shall be present to constitute a quorum for the transaction of business at any annual or special meeting of the council, provided that a majority of the service units shall have at least one elected service unit delegate present at each meeting.

### **Section 8. Voting Procedures**

Each voting member present in person shall be entitled to one vote at any annual or special meeting of the council. Elections of all elected positions shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a majority of votes cast shall elect. If no majority is reached on the first ballot, the nominee with the fewest votes shall be removed from consideration and a subsequent ballot cast. This process shall be repeated until one nominee achieves a majority. Nominations from the floor shall be in order, provided that notice of the proposed candidate, information on the candidate and his/her written consent shall be submitted to the president at least ten (10) days prior to the annual meeting for any individual to be nominated from the floor. The president shall cause notice of the additionally proposed candidate(s) to be delivered to the members before the annual meeting. All other matters shall be determined by a majority vote of the voting members present in person and voting at any annual or special meeting of the council, unless otherwise provided by law or these bylaws.

## **ARTICLE II –BOARD DEVELOPMENT COMMITTEE**

### **Section 1. Composition**

There shall be a board development committee of the council composed of between seven (7) and nine (9) members elected by the voting members of the council, provided that the number of elected board members does not exceed the number of non-board members.

### **Section 2. Election, Term and Vacancies**

Board development committee members shall be elected by the voting members of the council for a term of three (3) years beginning at the close of the annual meeting at which such board development committee member is elected and expiring at the annual meeting at which such individual's successor is elected and assumes office, or, if earlier, upon such individual's resignation, death, or removal from office. Upon expiration of the term, a board development committee member shall not be eligible again for board development committee membership until after a lapse of two (2) years. The board of directors shall have the power to fill vacancies in the board development committee until the next annual meeting of the council.

### **Section 3. Selection and Term of Board Development Committee Chair**

The chair of the board development committee shall be selected by the chair of the board and the CEO for a term of one year and may serve no more than two terms as chair. The chair of the board development committee, if not already elected to the board of directors, shall be an ex-officio member of the board of directors. A vacancy in the office of chair of the board development committee shall be filled from among the remaining board development committee members by majority vote of the remaining board development committee members.

#### **Section 4. Quorum for the Board Development Committee**

A majority of the members of the board development committee must be present in person, or through agreed upon electronic means, 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.

#### **Section 5. Responsibilities of the Board Development Committee**

The board development committee shall be responsible for development, assessment, education, succession planning and evaluation of the board of directors.

The board development committee shall present to the voting members of the council at the annual meeting of the council a single slate of nominees for: (a) officers of the council, (b) members of the board of directors, and (c) members of the board development committee.

At the annual meeting of the council in the year of the regular meeting of National Council of Girl Scouts of the U.S.A., the board development committee shall present to the voting members a single slate of nominees for delegates to the National Council and a single slate of nominees to fill vacancies among delegates should vacancies occur.

#### **Section 6. Confidentiality**

All activities of the board development committee while performing its responsibilities as outlined herein shall be confidential to the extent allowed by applicable law.

#### **Section 7. Eligibility**

Persons who are under consideration for election to the board development committee may or may not be involved in Girl Scouts of West Central Florida, Inc. and may retain any other position in Girl Scouting while serving on the board development committee.

#### **Section 8. Removal**

Any member of the board development committee may be removed by a majority vote of the total membership of the board of directors, if removal is first recommended by a majority vote of the membership of the board development committee.

## **ARTICLE III - OFFICERS**

### **Section 1. Officers**

The officers of the council shall be a chief executive officer, a president, a first vice president, a second vice president, a third vice president, a secretary, and a treasurer and any such other officers as the board of directors may from time to time appoint by resolution. The chief executive officer shall serve as ex-officio without the privilege of vote. Officers must be persons 18 years of age or older.

### **Section 2. Election, Term and Vacancies**

- a. The officers, except the chief executive officer, shall be elected together in the same year by the voting members of the council for a term of two (2) years, beginning at the close of the annual meeting at which such officer is elected and expiring at the annual meeting at which such officer's successor is elected and assumes office, or, if earlier, upon such individual's resignation, death, or removal from office. No person shall serve for more than three (3) consecutive terms as an officer. Regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of president, such person shall be eligible to serve three consecutive terms as president.
- b. The chief executive officer shall be appointed by the board of directors to hold office at its pleasure, and shall serve as an officer of the board of directors without vote.
- c. In the event of a permanent vacancy, as determined by the board of directors, in the office of president, the vice presidents will succeed in order of their rank until the next annual meeting. A vacancy in the office of any officer, other than that of president, may be filled by a majority vote of the board of directors for a term expiring at the next annual meeting of the council.

### **Section 3. Duties-Elected**

- a. The president, who shall have the working title of chair of the board, shall be the chief corporate officer of the council and shall preside at all meetings of the council, the board of directors and the executive committee. The president shall be responsible for seeing that the lines of direction given by the voting members of the council and the actions of the board of directors are carried into effect, and for reporting to the members and to the board of directors on the conduct and management of the affairs of the council. The president shall be ex-officio a member of all committees established by the board of directors, and shall perform such other duties as are assigned by the board of directors or prescribed elsewhere in these bylaws.
- b. In the event of a temporary absence or disability of the president, the vice presidents in order of their rank shall preside at meetings of the council, board of directors and executive committee. They shall have such other powers and perform such other duties

as may be assigned by the president or the board of directors.

- c. The secretary shall be responsible for seeing that notices are issued of all meetings of the council and the board of directors, and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records and files, and shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president or board of directors.
- d. The treasurer shall be responsible for receipt and custody of all monies of the council and for the disbursement thereof as authorized; keeping of accurate accounts of monies received and paid out; and preparation and issuance of financial statements and reports. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the president or board of directors. The treasurer shall be ex-officio a member of the finance management committee if such a committee is established by the board of directors.

#### **Section 4. Duties-Appointed**

The chief executive officer of the council shall be responsible for providing advice and assistance to the council, the board of directors, the president and other officers, committees and task groups; and shall be responsible for administering the total operations of the council, including the establishment of service units and regions. The chief executive officer shall have such other powers and perform such other duties as may be assigned by the board of directors through the president. The chief executive officer shall be responsible for the execution of contracts and other instruments for services and materials as defined in the approved budget. The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors and oversee the appointment and release of all operational volunteers.

#### **Section 5. Removal**

An elected officer may be removed without cause, by a two-thirds (2/3) vote of the total membership of the board of directors.

### **ARTICLE IV - PARTIAL TERMS**

A person who has served more than half a specific term in any office or position, 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 office or position.

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

#### **Section 1. Powers, Responsibilities, and Accountabilities**

The corporate business and affairs of the council shall be governed by the board of directors except as may be otherwise provided in these bylaws or the articles of incorporation.

The board of directors is accountable to:

- a. the Delegates for managing the affairs of the Council,
- b. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements,
- c. the state of Florida for adhering to state corporate law, and
- d. the federal government in matters relating to legislation affecting nonprofit organizations.

## **Section 2. Composition**

The board of directors shall consist of the officers of the council, between nine (9) and fourteen (14) directors, and the chair of the board development committee. In addition to the above, two registered Girl Scouts age 14 or above (in grades 9-12) may serve ex-officio without the privilege of vote.

## **Section 3. Election and Term**

The directors shall be elected by the voting members of the council for a term of two (2) years, beginning at the close of the annual meeting at which such director is elected and expiring at the annual meeting at which such director's successor is elected and assumes office, or, if earlier, upon such director's resignation, death or removal from office. Directors shall serve for no more than three (3) terms consecutively. The term of office of at least one-half ( $\frac{1}{2}$ ) minus one (1) of the directors shall expire at each annual meeting of the council. Regardless of the number of terms consecutively any person shall have served as director, such person shall be eligible to be a member of the board of directors when serving as chair of the board development committee. At the expiration of any term of two (2) years, members of the board of directors may be reelected for a maximum of two (2) additional terms. Up to two (2) registered Girl Scouts age 14 or above (in grades 9-12) shall be elected by the voting members of the council for a term of one (1) year and shall serve no more than two terms consecutively.

## **Section 4. Vacancies**

Vacancies in the board of directors occurring by death, resignation, or otherwise, shall be filled by majority vote of the remaining directors then in office, even though less than a quorum, for a term expiring at the next annual meeting of the council.

## **Section 5. Regular Meetings**

Regular meetings of the board of directors shall be held at such time as is determined by the board of directors, except that the board shall meet no less than five (5) times per year. Notice of time, place and purpose of the meeting shall be given personally or mailed or electronically transmitted to each director not less than 10 days before the meeting.

## **Section 6. Special Meetings**

Special meetings may be called by the president. Special meetings shall be called by the

president within fourteen (14) days upon written request of a majority of the members of the board of directors. The purpose and time of such meeting shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. The location of the meeting shall be determined by the president. Notice of the time, place, and purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the board of directors not less than two days before the meeting.

**Section 7. Quorum**

A majority of the members of the board of directors must be present (in person or linked by telecommunication by means such that all members participating in the meeting are able to hear one another) to constitute a quorum for the transaction of business.

**Section 8. Removal**

Any member of the board of directors may be removed, with or without cause, in accordance with the applicable state law. Any board member who is absent from three (3) consecutive entire board meetings without prior notification may be considered to have resigned and, upon approval by a majority of the members present and voting at any regular meeting of the board of directors, shall be notified to this effect.

**ARTICLE VI - EXECUTIVE COMMITTEE**

**Section 1. Composition**

The executive committee of the council (“executive committee”) shall include the officers of the council and one (1) director appointed by the president and approved by the board of directors. The president shall be the chair of the executive committee. The director appointed to the executive committee shall serve a term, beginning on the close of the meeting of the board of directors at which such director is approved for membership on the executive committee and ending on the date of the next annual meeting of the council. The director appointed to the executive committee may serve no more than three (3) terms consecutively on the executive committee. The immediate past president may serve as an advisory member of the executive committee without vote.

**Section 2. Responsibilities**

The executive committee may exercise the powers of the board of directors in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, or to take action which is contrary to or a substantial departure from, the direction established by the board of directors or the voting members of the council, or which represents a major change in the affairs, business, or policy of the council. Further, the executive committee will not take any action prohibited it by federal or state statute. The executive committee shall submit reports in writing to the board of directors regarding all action taken.



**Section 3. Meetings**

Meetings of the executive committee may be called by the president. Meetings shall also be called by the president upon the request of at least three (3) members of the executive committee. Notice of date, time, place and purpose of meeting shall be provided in advance to each member of the executive committee.

**Section 4. Quorum**

A quorum shall consist of a majority of the members of the executive committee.

**ARTICLE VII - BOARD COMMITTEES**

**Section 1. Establishment**

The board of directors may from time to time establish other committees, special committees, and/or task groups as it deems necessary or advisable. Each committee must have two (2) or more members, who serve at the pleasure of the board.

**Section 2. Appointment and Term of Committee Chairs**

The chair of any such committee shall be appointed by the president, with the approval of the board of directors, for no more than one (1) year or until her or his successor is appointed and assumes office, and shall serve no more than six (6) consecutive years.

**Section 3. Appointment and Term of Committee Members**

Members of any such committees shall be recommended by the Board Development Committee and appointed by the chair of the respective committee, with the approval of the president, for a term consistent with that of the chair.

**ARTICLE VIII - MEMBERSHIP CONSTITUENCY**

**Section 1. Geographic Divisions**

The board of directors shall from time to time establish or re-establish geographic divisions within the council jurisdiction, which shall be known as and referred to herein as “area associations.”

**Section 2. Membership**

Each member of the council 14 years of age or older, residing or working in the geographic division, shall be a member of the area association.

**Section 3. Responsibilities**

Each area association shall be responsible to give reactions and input concerning major policy decisions being considered by the board of directors prior to the decisions being made that will affect a majority of the membership, involve major changes in program delivery, involve the spending of large sums of money or present a major policy and to elect area association delegates and area association alternate delegates.

#### **Section 4. Regular Meetings of Each Area Association**

Regular meetings of each area association shall be held at least two (2) times each calendar year, within a time cycle determined by the board of directors. Notice of the time, place and purpose of the meetings shall be given personally or mailed or electronically transmitted to each member of the area association and the president not less than fifteen (15) days before the meeting.

#### **Section 5. Special Meetings of the Area Association**

Special meetings shall be called by the area association chair upon written request of ten percent (10%) of the members of the area association, or shall be called at the request of the president or the board of directors. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the area association and the president not less than five (5) days before the meeting.

#### **Section 6. Appointment, Term, Vacancies of Area Association Chair**

There shall be a chair for each area association who shall be appointed by the board of directors on the recommendation of the respective area association. Vacancies shall be filled by the board of directors for the unexpired term. The area association chair shall be appointed for a term of two (2) years, or until a successor is appointed, and shall serve for no more than three (3) consecutive terms.

#### **Section 7. Duties of Area Association Chair**

The area association chair shall be responsible for:

- a. guiding the members of the particular area association in their responsibilities as set forth in Section 3 of this article;
- b. planning the agenda and presiding at meetings;
- c. participating in the council meeting(s);
- d. convening, if necessary, the all service unit and area association delegates to inform them about the issues to be considered; and
- e. carrying out such other duties as may be delegated by the board of directors.

#### **Section 8. Appointment, Term, Duties of Assistant Area Association Chair**

There may be an assistant area association chair in each area association, who shall be appointed by the first vice president of the board of directors on the recommendation of the chair of the

respective area. Assistant area chair positions:

- are open only to registered Girl Scouts age 14 or above, in grades 9-12, who have served as a service unit delegate/alternate delegate or area association delegate/alternate delegate.
- are intended to provide girl members with opportunities to enhance their governance skills.
- are administrative in nature and do not include rights as voting members of the corporation.

The assistant area chair may be appointed for a term of one (1) year and may serve for no more than three (3) terms.

The assistant area chair will be responsible for assisting the area association chair in administering the business of the area association.

## **ARTICLE IX - NATIONAL COUNCIL 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 members of the council at a meeting held in the year of the regular meeting of the National Council (“National Council delegates”). The board of directors, or the president in the absence of a meeting of the board of directors, 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 are no such persons, the board of directors, or the president in the absence of a meeting of the board of directors, 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 who are 14 years of age and over and who are registered through the council with GSUSA; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected and assume office. The elected National Council delegates shall include two (2) registered Girl Scouts age 14 or above (in grades 9-12).

## **ARTICLE X - FINANCE AND MISCELLANEOUS**

### **Section 1. Fiscal Year**

The fiscal year of the council shall be established by the board of directors.

### **Section 2. Contributions**

Guidelines for accepting contributions shall be established by the board of directors.

### **Section 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.

#### **Section 4. Approved Signatures**

Approval 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 of directors.

#### **Section 5. Bonding**

All persons having access to or major responsibility for handling of monies and securities of the council shall be bonded.

#### **Section 6. Budget**

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriations without approval of the board of directors.

#### **Section 7. Audits**

A certified public accountant or other independent public accountant shall be retained by the board of directors to make an annual examination of the financial accounts of the council. A report of all examinations shall be submitted to the board of directors and to GSUSA.

#### **Section 8. Legal Counsel**

Independent legal counsel shall be retained by the council to:

- a. insure compliance with federal and state requirements;
- b. review and advise on any and all legal instruments that the council executes such as leases, contracts, property purchases, or sale; and
- c. review and advise on any official statements developed for the press and media.

#### **Section 9. Property**

Title of all property (with the exception of troop equipment) shall be held in the name of the council.

#### **Section 10. Financial Reports**

A summary report of the financial operations of the council shall be made at least annually to the members, and to the public, in such forms as the board of directors shall provide.

### **Section 11. 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.

### **Section 12. Indemnification for Actions, Suits or Proceedings**

Officers and directors are indemnified to the fullest extent provided by applicable law.

## **ARTICLE XI – DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between this council and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose, if:

- a. the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested directors; or
- b. The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- c. the contract or transaction is fair and reasonable as to the council at the time it is authorized by the board of directors or a committee.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof, which authorizes, approves or ratifies such a contract or transaction.

## **ARTICLE XII – EMERGENCY CLAUSE**

In case of war or other great disaster or extraordinary emergency, the functions, powers, and duties of the council shall be as prescribed under applicable law.

### **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised, 10<sup>th</sup> Edition, shall be the parliamentary authority governing the meetings of the council board of directors, area associations, and all committees, subject to the laws of the state, the articles of incorporation, these bylaws, and any special rules of order adopted by the council.

### **ARTICLE XIV – AMENDMENTS**

The bylaws of the council may be made, altered, or rescinded by a majority vote of those present and voting at any properly constituted regular annual or special meeting of the voting members of the council, provided the membership has been informed of the proposed change in writing at least thirty (30) days prior to the date of said meeting.