

BYLAWS OF THE GIRL SCOUT COUNCIL OF THE FLORIDA PANHANDLE

ARTICLE I – NAME

The name of the corporation shall be the Girl Scout Council of the Florida Panhandle, hereinafter referred to as “the council”, a not-for-profit corporation organized under the laws of the state of Florida.

Article II – Purpose

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

ARTICLE III – MEMBERS

Section 1. Eligibility

Individual Senior and/or Ambassador Girl Scouts and adults who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the corporation.

Section 2. Composition

- A. Members of the corporation shall consist of:
 - 1. members of the board of directors, if not otherwise members of the corporation;
 - 2. members of the Board Development Committee, if not otherwise members of the corporation;

ARTICLE IV – MEETINGS

Section 1. Annual Meetings.

- A. Scheduling. The council shall conduct each year an annual meeting of the membership each year at a date, time, and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally, mailed, or electronically transmitted to each member of the council not more than 60 days nor less than 21 days prior to the meeting.
- C. Business. At the annual meeting, the council shall:
 - i. elect officers, directors at large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting;

- ii. consider any proposed amendments to the council bylaws;
 - iii. provide input on key issues affecting the council and the Girl Scout Movement; and
 - iv. consider any other business appropriate to come before the council in accordance with the process established by the board of directors.
- D. Quorum. The quorum for the annual meeting shall be 60 members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings. A majority of those members constituting a quorum shall be representative of the general membership from at least 10 counties...
- E. Voting.
- i. Each member of the council shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy, absentee, and/or e-mail voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the board of directors then in office or by 25% of the members of the council. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the council at least 14 days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be 60 members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Article III ,Section 1.E. of these bylaws.

ARTICLE V – OFFICERS

Section 1. Elected Officers

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

Section 2. Term of Office

- A. The officers shall be elected for a term of two year(s) or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two consecutive terms in any one or combination of offices, except than an individual shall be eligible to serve two consecutive terms in the office of President/Chair of the Board

regardless of the number of consecutive terms that individual shall have served in any office or offices other than President/Chair of the Board.

- D. No individual shall hold more than one office at a time.
- E. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancy in Office

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

Section 4. Ex Officio Officer

The Chief Executive Officer (CEO) shall be appointed by the board of directors of the council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.

Section 5. Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the council, the board of directors, the Executive Committee, the President/Chair of the Board, and the adopted parliamentary authority.

- A. The President/Chair of the Board shall:
 - i. be the principal officer of the corporation;
 - ii. preside at all meetings of the council, the board of directors, and the Executive Committee;
 - iii. lead the board of directors in setting direction and overseeing the management and affairs of the corporation;
 - iv. report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
 - v. serve as an ex officio member of all committees except the Board Development Committee.
- B. The First Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the council, the board of directors, or the Executive Committee in the absence or inability of the Chair of the board, or when delegated the responsibility of presiding; and
 - iii. in the event of the vacancy in the office of President/Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 - i. assist the Chair of the Board as assigned;
 - ii. preside at meetings of the council, the board of directors, or the Executive Committee in the absence or inability of both the President/Chair of the Board and the First Vice Chair; and,

- iii. in the event of the vacancy in both the offices of President/Chair of the Board and First Vice Chair of the board, succeed to the office of President/Chair of the Board for the remainder of the unexpired term.
- D. The Secretary shall:
 - i. ensure that proper notice is given for all meetings of the council, the board of directors, and the executive committee;
 - ii. ensure that minutes of all meetings of the council, the board of directors, and the Executive Committee are kept; and
- E. The Treasurer shall:
 - i. provide effective stewardship and oversight of the corporation's finances;
 - ii. execute directives of the board of directors
 - III. provide a financial report to the board of directors at each of the regular board meetings
 - IV. provide an annual report to the council at the annual meeting, and
 - V. cooperate with and provide information as needed for the annual audit.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall consist of the elected and ex officio officers of the council and not less than 12 or more than 18 directors-at-large. The chair of the Board Development Committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors. The board may appoint at least two girl members to serve in an advisory role as non-voting members of the board.

Section 2. Term of Office.

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

Section 3. Vacancies.

A vacancy occurring in a position of director-at-large shall be filled by the board of directors for the remainder of the unexpired term from a list provided by the Board Development Committee.

Section 4. Power, Authority, and Accountability.

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

- i. the council membership for managing the affairs of the council including development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the council and Movement;
- ii. the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
- iii. the state of incorporation for adherence to state corporation law; and,
- iv. the federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The board of directors shall hold at least four (4) regular meetings a year at such time and place as the board may determine.
- B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed, or electronically transmitted to each member of the board of directors at least ten days prior to the meeting.
- C. Quorum. A majority of the board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of the majority of the board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the board at least one day prior to the meeting.
- C. Quorum. The majority of board members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any board member, including officers, who is absent from two (2) board meetings in their entirety without good cause acceptable to the President/Chair of the Board or designee, shall be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board.
- B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the council board of directors.

ARTICLE VII– EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the council and two directors-at-large nominated and elected by the board of directors at its first meeting following the annual meeting at which elections were held. The Chief Executive Officer shall serve as an ex officio member with voice but without vote.

Section 2. Duties.

- A. Authority Between Board Meetings. The Executive Committee shall exercise the authority of the council board of directors between the meetings of the board, except that the Executive Committee shall not:
 - i. adopt the budget;
 - ii. adopt, amend or repeal the bylaws;
 - iii. take 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;
 - iv. approve or recommend to Members actions or proposals required to be approved by the Members; and
 - v. fill vacancies on the board of directors or any committee thereof.
- B. Reports. The Executive Committee shall submit to the board of directors at each board meeting a report of all actions taken since the last board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon written request of the majority of the members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided three days in advance of the meeting except in case of emergency.

Section 4. Quorum.

A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE VIII – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee (the “Committee”) shall be composed of five members, at least 3 of whom shall be members of the Board of Directors, and the CEO of the council who shall serve as an ex officio nonvoting member.

Section 2. Election, Term, and Vacancies

- A. The Committee members shall be elected for a term of two year(s) or until their successors are elected and assume office.
- B. Terms of office shall begin at the close of the annual meeting.
- C. No individual shall serve more than two consecutive terms as a member of the Committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than Committee Chair, the vacancy shall be filled by the board of directors for the remainder of the term.

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

- A. At its first meeting following the election, the Committee shall elect from amongst its eligible members an individual to serve as Chair of the Committee.
- B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of Chair.
- C. The term of office for Chair shall be one year.
- D. No individual shall serve more than one term as Chair of the Committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
- E. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term.
- F. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.
- G. If not already a member of the council board of directors, the Chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.

Section 4. Responsibilities.

The responsibilities of the Committee shall be:

- A. To solicit and recruit candidates for elected positions in the council.
- B. To provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.
- C. To provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America, a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- D. To develop in conjunction with the board of directors:
 - i. board orientation and education materials;
 - ii. board development materials;

- iii. methods for identifying needed skills and talents for the council board of directors and committees;
 - iv. methods for succession planning; and
 - v. board annual self assessment materials.
- E. To conduct board orientation and board development training sessions as needed and/or as directed by the board of directors.

Section 5. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE IX – ELECTION AND VOTING PROCEDURES

All matters shall be determined by a majority vote cast at a meeting unless otherwise provided by State Laws of Florida or these Bylaws.

- A. Election of Officers, Directors-at-Large, Board Development Committee members, and National Council Delegates and Alternates shall occur by one of the methods listed below. Only one method may be used for all election; there shall not be a combination of voting methods used during an election.
- B. The method of voting to be used during a particular election cycle shall be determined by the Board of Directors. The methods which may be used are:
 - a. at the annual meeting by members present in person; or
 - i. linked by telecommunications; or
 - ii. by means such that all members participating in the meeting are able to hear one another and participate in the proceedings; or
 - b. by mail ballot in accordance with the procedure established by the board of directors.
 - i. ballots shall be mailed to council members at least thirty (30) days prior to the annual meeting at which time the election results will be announced. The deadline for receipt of ballots back to the council shall be ten (10) days prior to the annual meeting. A majority of ballots cast by mail shall elect, provided that at least the number of members require for a quorum at the annual meeting shall have cast a ballot.

ARTICLE X – COMMITTEES

Section 1. Establishment

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

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- B. Members of any committee or task group shall be appointed by the Chair of the Board in consultation with the chair of the respective committee, task group, or ad hoc committee.
- C. Each committee shall be chaired by a voting member of the board of directors.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.
- E. Vacancies in any committee, task group, or ad hoc committee shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee, task group, or ad hoc committee shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI– NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States citizens age 14 years and older. They shall be members of the council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates the council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VIII of these bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

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

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

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

Section 2. Contributions.

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

Section 4. Approved Signatures.

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

Section 5. Bonding.

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

Section 6. Budget.

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

Section 7. Property.

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

Section 8. Audits.

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

Section 9. Financial Reports.

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.

Section 10. Investments.

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

Section 11. Legal Counsel

Independent legal counsel should be retained by the board of directors 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 sales or purchases, and
- C. Review and advice on any official statements developed for the press and media.

ARTICLE XIII – INDEMNIFICATION

The council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XIV– CONFLICT OF INTEREST AND ETHICAL STANDARDS

The Girl Scout Council of the Florida Panhandle is committed to ethical standards that ensure that staff, volunteers, and board members protect the council's integrity and that avoid conflicts between the interests of the council and the personal, professional, and/or business interests of staff, volunteers and board members.

The council shall adopt a code of ethics to include a conflict of interest policy to protect the integrity of the decision-making process (including prohibiting volunteers serving in a dual role of officer or director-at-large or board development committee member while holding an active operational role), to enable council constituencies to have confidence in the integrity of the council, and to protect the integrity and reputations of volunteers, staff, and board members.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the council.

ARTICLE XVI – AMENDMENTS

These bylaws may be amended by a two-thirds votes of those present (in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings) and voting at a meeting of the council. Technical corrections to the bylaws or matters not relating to the terms or positions of those currently serving as an officer or director may be made by two-thirds vote of the board of directors present and voting at any meeting of the board of directors, provided that the proposed amendments shall have been included with the notice of the meeting.

These revised Bylaws were adopted on April 1, 2009 and amended February 20, 2010, March 12, 2011