

GIRL SCOUTS—DAKOTA HORIZONS, INC.

BYLAWS

ENACTED APRIL, 2007
REVIEWED & AMENDED MAY, 2010

ARTICLE I - THE COUNCIL

1. **Council.** The term “Council” used herein refers to the Girl Scouts—Dakota Horizons, Inc. corporate body.
2. **Districts.** The Council is comprised of four (4) Districts, as shown on the map attached (Addendum A). No geographic area, as defined in Article IX, shall be located in more than one District.
3. **Membership.** Only persons, who are members of the Girl Scout movement, 14 years of age or over,¹ are eligible to be voting members of the Council. Members of the Council, in meeting assembled, shall consist of:
 - a. Council Delegates and Alternates elected by geographic areas.
 - b. Members of the Council Board of Directors and members of the Council Board Development Committee. National Council Delegates, not otherwise members of the Council, shall be ex officio members of the Council so long as they remain members of the National Council.
 - c. All members shall hold membership only for the term to which they have been elected and only for as long as they are registered through the Council.
4. **Election and Term of Delegates.** Members in each geographic area, as defined in Article IX, shall be entitled to elect Delegates and Alternates and to fill unexpired terms should vacancies occur. There shall be elected one (1) Delegate and one (1) Alternate for every fifty (50) girl members, whose population is determined as of September 30 of the preceding year. In any geographic area, any remaining portion of girl members numbering 26 and greater shall elect an additional Delegate and Alternate. Every geographic area shall be entitled to elect at least one (1) Delegate and one (1) Alternate. Delegates shall be elected for a term of two (2) years and may be re-elected to consecutive terms.²
5. **Responsibilities.** Members of the Council shall:
 - a. Elect the officers of the Council, the directors of the board from their district, the members of the Council Board Development Committee³, and the Delegates and

¹ (Amended, 2010, p. 2)

² (Amended, 2010, p. 3)

³ (Amended, 2010, p. 1)

persons to fill vacancies among Delegates, to the National Council of Girl Scouts of the United States of America;

- b. Determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors;
 - c. Amend or revise⁴ the Articles of Incorporation and Bylaws;
 - d. Take all other action requiring membership vote;
 - e. Conduct such other business as may, from time to time, come before the members
 - f. Provide the Council prompt notice of any changes to their mailing address or email address.⁵
6. **Regular Meetings.** The annual meeting of the Council, including the time, date, and place, shall be determined by the Board of Directors. The Board of Directors shall rotate the place of the annual meeting among the Districts so that each District holds the meeting once every four years. In the event of an emergency, as determined by the Board of Directors, the location of the meeting may be moved to another District.⁶ Notice of the time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these bylaws, shall be given personally, mailed, or electronically submitted to each member of the Council at the address last made known to the Council by such Member not less than 30 days before the meeting.⁷ In the event of an emergency, as determined by the Board of Directors, the board shall have the authority to reschedule the annual meeting.
7. **Special Meetings.** Special meetings of the Council shall be called by the president, within 14 days, upon written request of two-thirds of the members of the Board of Directors, or 25 per cent of the members of the Council with a majority of the districts represented. 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 meetings shall be given personally, mailed, or electronically submitted to each member of the Council at the address last made known to the Council by such member not less than ten (10) days before the meeting.⁸
8. **Quorum.** Twenty-five percent of the members of the Council constitute a quorum for the transaction of business, provided that all districts are represented at the meeting. The quorum for the annual meeting shall include members of the Council present in person or linked by telecommunication or by means such that members participating in the meeting are able to hear one another and participate in the proceedings.⁹
9. **Voting Procedures.** Each Delegate present or, if absent, his/her Alternate, shall be entitled

⁴ (Amended, 2010, p. 4)

⁵ (Amended, 2010, p. 5)

⁶ (Amended, 2010, p. 6)

⁷ (Amended, 2010, p. 5)

⁸ (Amended, 2010, p. 5)

⁹ (Amended, 2010, p. 7)

to one vote. Members are present who are present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings. Voting by proxy is prohibited. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. The method of voting to be used at each annual meeting shall be determined by the Board of Directors. All other matters shall be determined by a majority vote of the members present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, otherwise provided by law or these bylaws, or parliamentary authority.¹⁰

ARTICLE II - BOARD DEVELOPMENT COMMITTEE¹¹

- 1. Composition.** There shall be a Board Development Committee¹² of the Council composed of at least seven (7) members, but no more than eleven(11) members, of whom at least three (3) shall be elected as members of the board, and at least one (1) member, but no more than two (2) members from each district shall be non-board members. The number of members shall be determined by the board.
- 2. Method of Election, Terms and Vacancies.** Members of the committee shall be elected by the members of the Council for a term of two (2) years, or until their successors are elected, and shall not serve more than three (3) consecutive terms.

The term of office of Board Development Committee¹³ members shall begin at the close of the annual meeting at which the elections are held and shall expire at each annual meeting of the Council. The Board of Directors shall have the power to fill vacancies in the committee until the next annual meeting of the Council.

- 3. Selection and Term of Board Development Committee¹⁴ Chair.** The chair of the committee shall be appointed by the Board of Directors and shall be a member of the board. The president shall fill a vacancy in the office of the chair for the remainder of the unexpired term.
- 4. Quorum for Board Development Committee¹⁵.** A majority of the members of the committee shall be present in person, or agreed upon electronic means, to constitute a quorum for the transaction of business.
- 5. Responsibilities of the Board Development Committee¹⁶.** The Board Development

¹⁰ (Amended, 2010, p. 8)

¹¹ (Amended, 2010, p. 1)

¹² (Amended, 2010, p. 1)

¹³ (Amended, 2010, p. 1)

¹⁴ (Amended, 2010, p. 1)

¹⁵ (Amended, 2010, p. 1)

¹⁶ (Amended, 2010, p. 1)

Committee shall:

- a. Present to the membership of the Annual Meeting of the Corporation a single slate of nominees for officers of the corporation, nominees for members-at-large of the Board of Directors, and nominees for members of the Board Development Committee.
- b. Present candidates to the Board of Directors to fill any vacancies that occur on the Board of Directors and Board Development Committee.
- c. Be responsible for the orientation, development and evaluation of the Board of Directors.
- d. Perform such other duties as identified in the Charge to the Committee.
- e. In a meeting of the Council held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate for nominees for Delegates to the National Council, and a single slate of nominees to fill vacancies among elected Delegates, should vacancies occur.¹⁷

ARTICLE III - PARTIAL TERMS

1. A person who has served more than half of a specific term in an office (elected or appointed), 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 another position.

ARTICLE IV - OFFICERS

1. **Number and Title.** The officers of the Council shall be a president; a first and second vice president; a secretary; and a treasurer and the Chief Executive Officer who shall serve ex-officio, without privilege of vote.¹⁸
2. **Election, Term and Vacancies.**
 - a. The president, vice presidents, secretary, and treasurer shall be elected at-large by the members of the Council for a term of two (2) years, or until their successors are elected, and may serve for no more than two (2) consecutive terms. No officer may serve more than three (3) years during a single term. A vacancy among the elected officers, other than the president, shall be filled by the Board of Directors. In case of a permanent vacancy in the office of president, the vice presidents will succeed in order of their rank for the remainder of the unexpired term.
 - b. Terms of office shall begin at the close of the annual meeting at which elections are held.

¹⁷ (Amended, 2010, p. 9)

¹⁸ (Amended, 2010, p. 10)

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

- a. The president shall be the chief elected corporate officer of the Council and shall preside at meetings of the Council and the Board of Directors. The president shall be responsible for seeing 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 of Directors on the conduct of the affairs of the Council. The president shall be ex-officio member of all committees and task groups 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 president, the vice presidents in order of their rank, followed by the secretary or treasurer, shall preside at meetings of the Council, and of the board. They shall have such other powers and perform such other duties as may be assigned by the president.
- c. The secretary shall be responsible for seeing that notices of all meetings of the Council and the Board of Directors are issued, and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of the corporate books, records, and files, and ensure that all members of the Board of Directors are registered members of the Council, 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 monitoring the control, receipt, and custody of all assets of the Council; investing funds at the direction of the Board of Directors; monitoring disbursements as authorized by the Board of Directors, and reporting receipt, use, and disbursement of all financial assets of the Council. The treasurer shall exercise the power 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 committee.
- e. The CEO shall be the Chief Executive Officer of the Council. The CEO shall be appointed by the Board of Directors to hold office at its pleasure and shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President and other officers and committees; and shall be responsible for administering the total operations of the Council. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The CEO shall have such other powers and perform such other duties as directed by the Board of Directors.²⁰

¹⁹ (Amended, 2010, p. 11)

²⁰ (Amended, 2010, p. 12)

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

ARTICLE V - BOARD OF DIRECTORS

1. **Power, Responsibilities, and Accountabilities.** The corporate business and affairs of the Council shall be governed under the direction of 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 the elected membership for governing the affairs of the Council; to the Board of Directors of GSUSA for compliance with the charter requirements; to the state of South Dakota for adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.²¹

2. **Composition.** The Board of Directors of the Council shall have at least thirteen (13) members. The Board of Directors shall consist of:
 - a. the officers of the Council, and in addition
 - b. at least two (2), but not more than three (3) directors, herein called members-at-large from each district, as defined in Article I.2, elected by the Delegates from each of the districts designated on the map attached (Addendum A). [The number of directors shall be determined by the board], and,
 - c. the chair of the Board Development Committee²², if not elected to the Board of Directors otherwise, shall be ex officio a member of the Board of Directors.
3. **Election and Term.** Shall serve until their successors are elected, and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the annual meeting at which the elections are held.

²³All directors will be elected for a term of three (3) years.

Regardless of the number of consecutive terms any person shall have served as a director, such a person shall be eligible to be a member of the Board of Directors when serving as an officer or as a chair of the Board Development Committee²⁴.

4. **Vacancies.** Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall be filled by a Council member from the district of the represented by the vacating director for the remainder of the unexpired term by a vote of a majority of the remaining directors then in office at any meeting of the Board of

²¹ (Amended, 2010, p. 14)

²² (Amended, 2010, p. 1)

²³ (Amended, 2010, p. 11)

²⁴ (Amended, 2010, p. 1)

Directors called for that purpose.

5. **Nonparticipating Board Members.** Any board member who is absent from three consecutive entire board meetings without an explanatory communication to the president or any other officer of the Board of Directors shall be considered to have resigned, and upon approval by two-thirds vote of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.
6. **Regular Meetings.** Regular meetings of the board shall be held at such time and place as may be determined by resolution of the Board of Directors, 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 personally, mailed or electronically submitted to each director's address as it appears in the books of the Council, or to the electronic postal address, or fax number last made known in writing to the Council by the board member, not less than seven (7) days before the meeting.²⁵

Each voting board member must be present in person, or in active voice communication, and shall be entitled to one vote. Voting by proxy is prohibited.

7. **Special Meetings.** Special Meetings may be called by the president. Special meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of each special meeting of the board shall be given personally, mailed or electronically submitted to each director's address as it appears in the books of the Council, or to the electronic postal address, or fax number last made known in writing to the Council by the board member, at least twenty-four (24) hours prior to such a meeting.²⁶ Notice of board meetings may be waived in accordance with the South Dakota Nonprofit Corporation Act.
8. **Quorum.** A majority of the directors of the board shall be present in person or by use of a telephone or video conference call to constitute a quorum for the transaction of business. No proxy voting is allowed.

ARTICLE VI - BOARD COMMITTEES

1. **Establishment.** The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary.
2. **Composition and Appointment.** With agreement from that member, the president shall appoint the chair and the members of committees and task groups with the approval of the board.

²⁵ (Amended, 2010, p. 5)

²⁶ (Amended, 2010, p. 5)

ARTICLE VII - EXECUTIVE COMMITTEE

1. **Composition.** The executive committee shall consist of the officers of the Council and the chief executive officer (CEO), who shall serve without privilege to vote. The president shall be the chair of the executive committee.
2. **Responsibilities.** 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, 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. The executive committee shall submit to the board reports on action taken.
3. **Meetings.** Meetings of the executive committee shall be called by the president. Notice of time, place, and purpose of the meeting shall be given each member of the executive committee not less than three (3) days before the meeting. No other business shall be transacted, except that for which the meeting has been called. Notice of time, place, and purpose of the meetings shall be given personally, mailed or electronically submitted to the executive committee members' address as it appears upon the books of the Council, or to the electronic postal address, or fax number last made known in writing to the Council by the member.²⁷
4. **Quorum.** A majority of the executive committee must be present in person or by the use of a telephone or video conference call to constitute a quorum for the transaction of business. No proxy voting is allowed.

ARTICLE VIII - CHIEF EXECUTIVE OFFICER (CEO)

1. **Appointment.** There shall be a chief executive administrator known as the chief executive officer (CEO). The CEO shall be appointed by the Board of Directors to hold office at its pleasure.
2. **Responsibilities.** The CEO shall be 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, and committees; and shall be responsible for administering the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be provided by the Board of Directors.

The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

ARTICLE IX - GEOGRAPHIC AREAS

²⁷ (Amended, 2010, p. 5)

1. **Geographic Subdivisions.** The Board of Directors shall establish geographic areas within the Council's jurisdiction.
2. **Members.** Each member of the Girl Scout Movement fourteen (14) years of age or older by September 30 of the preceding year, registered through the Council, and residing or working in the geographic area shall be a member of the geographic area.
3. **Responsibility of the Geographic Area.** It shall be the responsibility of the members of each geographic area to:
 - a. elect Delegates and Alternates of the Council
 - b. present the views of the geographic areas to the Delegates, and
 - c. receive Delegates' reports.
4. **Regular Meetings of Geographic Area.** Regular meetings of the geographic areas shall be held at least once each 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, mailed or electronically submitted to each Delegate and Delegate/Alternate not less than ten (10) days before the meeting. Notification may also be given through the Council's newsletter, or through an electronic postal address, or fax number last made known in writing by a Delegate to the Council.²⁸
5. **Special Meeting.** Special meetings shall be called at the written request of 25% of the members of the geographic area. 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 to each member of the geographic area not less than ten (10) days before the meeting.²⁹
6. **Elections.** Elections will take place in the geographic areas with the time cycle determined by the Board of Directors. Nominees must be eligible in accordance with these bylaws, and written consent from such individuals must be submitted with the nomination.
7. **Delegate Responsibility.** It shall be the responsibility of Delegates from each geographic area to:
 - a. Represent their geographic areas at Delegate meetings;
 - b. Vote at any meeting where Delegate business is transacted, including the annual meeting;
 - c. Advise on proposed plans, policies and other matters referred to the geographic area by the Board of Directors;
 - d. Respond to requests from the Council Board Development Committee;
 - e. Bring geographic area concerns and special knowledge to the attention of the Council leadership;

²⁸ (Amended, 2010, p. 5)

²⁹ (Amended, 2010, p. 15)

- f. Participate in strategic planning as Delegated by the Board of Directors;
- g. Submit proposals to the Board of Directors for improving the quality of Girl Scouting;
- h. Perform such other duties as may be requested by the Board of Directors.

ARTICLE X - NATIONAL COUNCIL DELEGATES

1. **Eligibility.** Delegates and Alternates to the National Council of the Girls Scouts of the United States of America shall be United States citizens age 14 year of age and older. They shall be members of the Girl Scouts of the United States of America, registered through the Council or are Lifetime Members at the time of their election and throughout the term of service.
2. **Election.** The Delegates and Alternates which 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 these Bylaws and 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 elections are held for the next National Council meeting.
3. **Vacancies.** The Board President 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 among the eligible members of the Council.³⁰

ARTICLE XI - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. **Fiscal Year.** The fiscal year of the Council shall be determined by the Board of Directors.
2. **Contributions.** Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the board.
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.** 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 of Directors.
5. **Bonding.** All persons having access to, or major responsibility for the handling of monies and securities of the Council shall be bonded, as provided by resolution of the Board of Directors.
6. **Budget.** The annual budget of estimated income and expenditures shall be approved by the

³⁰ (Amended, 2010, p. 16)

Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

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 corporation. A report of all examinations shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.
8. **Financial Reports.** A summary 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.
9. **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 purchases, or sale; and (c) review and advise on any official statements developed for the media (print, television, radio, or internet).
10. **Investments.** Girl Scouts—Dakota Horizons, Inc. shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and for the treasurer of the Board of Directors 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.** Indemnification shall be provided by resolution of the Board of Directors, in accordance with the South Dakota Nonprofit Corporation Act.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Council, Board of Directors, the executive committee, the Delegate meetings, the geographic area meetings 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 organization.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended by a majority 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.

Footnotes

Amended. (2010). Proposed Bylaw Amendments. *Annual Meeting of the Member Minutes, 5/1/2010, Aberdeen SD.*

Proposed amendments that were approved:

- p.1 – Where the term “Nominating Committee” shall appear in the Bylaws of Girl Scouts—Dakota Horizons, the term shall be changed to “Board Development Committee.”
- p. 2 – Remove the requirement that members must be registered through the council by September 30 of the preceding year.
- p.3 – Remove limits for council delegates, “or until their successors are elected. They shall not serve more than three (3) consecutive terms.”
- p.4 – Add the word, “or revise” for clarification.
- p.5 – Add “or electronically submitted” and “at the address last made known to the Council by such Member” whenever contact Members is referred to.
- p.6 – Add language, “including the time, date, and place,” and “The Board shall rotate the place of the annual meeting among the districts so that each district holds the meeting once every four years. In the event of an emergency, as determined by the Board of Directors, the location of the meeting may be moved to another district.”
- p.7 – Add language, “The quorum for the annual meeting shall include members of the council present in person or linked by telecommunication or by means such that members participating in the meeting are able to hear one another and participate in the proceedings.
- p.8 – Add language – “Members are present who are present in person or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.” And “The method of voting to be used at each annual meeting shall be determined by the board of directors.” And “or linked by telecommunications or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.”
- p.9 – Clarify and redefine the duties of the Nominating Committee. Delete:
Responsibilities of the Nominating Committee. The committee shall present to the membership at the annual meeting of the council a single slate of (a) nominees for officers of the council, (b) nominees for the board of directors, and (c) nominees for members of the council nominating committee.

In a meeting of the council held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate for nominees for delegates to the National Council, and a single slate of nominees to fill vacancies among elected delegates.

Nominations may be made from the floor at the annual meeting of the council, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured, with their qualifications, and submitted to the president prior to putting their name into nomination.

Add Language: **Responsibilities of the Board Development Committee**³¹. The Board Development Committee shall:

- a. Present to the membership of the Annual Meeting of the Corporation a single slate of nominees for officers of the corporation, nominees for members-at-large of the Board of Directors, and nominees for members of the Board Development Committee.
- b. Present candidates to the Board of Directors to fill any vacancies that occur on the Board of Directors and Board Development Committee.
- c. Be responsible for the orientation, development and evaluation of the Board of Directors.
- d. Perform such other duties as identified in the Charge to the Committee.
- e. In a meeting of the Council held prior to the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall, in addition, present a single slate for

³¹ (Amended, 2010, p. 1)

nominees for Delegates to the National Council, and a single slate of nominees to fill vacancies among elected Delegates, should vacancies occur.

p.10 – Add Language, “and the Chief Executive Officer who shall serve ex officio, without privilege of vote.

p.11 – Remove language which was needed when the Council started, but which is no longer needed, “For the first year of the Board all officers will be elected. For the first year, the President, Second Vice President and Secretary will be elected to a term of two (2) years. Also, for the first year the First Vice President and Treasurer will be elected to a term of one (1) year. Each of these terms will constitute a full term. Thereafter, all officers will be elected for a term of two (2) years.” And, “At the elections at the first Annual Meeting of council members, each district will elect three (3) Board members, one with a term of one (1) year, One with a term of two(2) years, and one with a term of three (3) years. Each of these terms will constitute a full term. Thereafter,”

p.12 – Add Language, “The CEO shall be the Chief Executive Officer of the council. The CEO shall be appointed by the Board of Directors to hold office at its pleasure and shall be responsible for providing advice and assistance to the council, the Board of Directors, the President and other officers, and committees; and shall be responsible for administering the total operations of the Council. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The CEO shall have such other powers and perform such others duties as directed by the Board of Directors.

p. 14 – changed word “managed” to “governed”. And, changed “state in which it is incorporated” to “state of South Dakota.”

p.15 – Deleted, “Quorum. Twenty five percent (25%) of the members as of September 30, of the preceding year in each geographic area must be present to constitute a quorum for the election of Delegates and Alternates.

p.16 – Adopts new language on Nation Council Delegates. Delete: 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 at large by the delegates of the council at the annual meeting held within a year of the regular meeting of the National Council. The board of directors, or the president, in the absence of a meeting of the board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the board of directors, or the president, in the absence of a meeting of the board, shall have the power to fill vacancies among the delegates until the next meeting of the council. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout movement in the United States of America who are fourteen (14) years of age or over by September 30 of the preceding year and who are registered through the council with Girl Scouts of the United States of America; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

Add Language:

1. **Eligibility.** Delegates and Alternates to the National Council of the Girls Scouts of the United States of America shall be United States citizens age 14 year of age and older. They shall be members of the Girl Scouts of the United States of America, registered through the Council or are Lifetime Members at the time of their election and throughout the term of service.
2. **Election.** The Delegates and Alternates which 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 these Bylaws and 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 elections are held for the next National Council meeting.
3. **Vacancies.** The Board President 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 among the eligible members of the Council

