

BYLAWS

ARTICLE I "THE COUNCIL"

1. Corporation. The corporation shall be known as Girl Scouts of South Carolina – Mountains to Midlands, Inc. and referred to herein as "the Council."
2. Office and Registered Agent. The Board of Directors shall establish registered office and appoint the registered agent of the council.

ARTICLE II "BOARD OF DIRECTORS"

1. Powers of Directors. The Board of Directors (the "Board") shall govern the property, business, and affairs of the Council, except as may be otherwise provided in the law of the State of South Carolina, the Articles of Incorporation or these By-Laws.
2. Composition. The Board shall be comprised of a minimum of 18 elected Directors. The Directors shall be elected based on the needed skills, experience and geographic representation denoted in the Board Profile provided to the Nominating Committee.
3. Election. The Delegates of the Council shall elect the Directors for a term of two years, or until their successors are elected.
4. Term.
 - a. *Number and Partial Terms.* No elected Director shall serve for more than three consecutive terms unless that Director is elected as Officer. However, a previously elected Director shall be eligible for re-election after the lapse of one year. A person who has served more than half of a specific term in an office, elected or appointed, 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.
 - b. For purposes of continuity should the term of the Chair coincide with their Director term limit, the outgoing Chair shall be eligible and encouraged to serve one additional year as a full voting member of the Board of Directors.
 - c. *Commencement.* Upon election at the Annual Meeting, terms of the office shall begin in January of each year.

5. Vacancies. Vacancies on the Board occurring by death, resignation, or otherwise, shall be filled until the next annual meeting of the Council by an affirmative vote of the remaining Directors then in office. Any Director may resign from office at any time by delivering a written resignation to the Chair of the Board. The resignation shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Chair.
6. Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be determined by the Board, except that the Board shall meet no less than four (4) times each year. Unless waived by a Director, notice of time, place, and purpose of the meeting shall be forwarded in writing to each director not less than seven days before the meeting.
7. Special Meetings. The Chair may call a special meeting of the Board. The Chair must call a special meeting of the Board upon written request of one-third of the current (33%) Directors. Unless waived by a Director, notice of time, place, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to each director not less than five (5) days before the meeting.
8. Quorum and Voting. A quorum for the transaction of business shall consist of a majority of the members of the board present in person, by telecommunications, or by electronic communications. When telecommunications or electronic communications are utilized, a confirmation of each vote must be secured. No Director may vote by proxy.
9. Committees. The Board may establish such standing and/or temporary committees as it deems necessary. Such committee or committees shall have such names, responsibilities, and charters as may be determined, from time to time, by majority vote of those voting at a meeting at which a quorum exists.
10. Non-participation. Any Director who does not attend a majority of the regularly scheduled board meetings within a twelve-month period may be subject to removal by the Board.

ARTICLE III **"OFFICERS"**

1. Number and Title. The Officers of the Council shall consist of the Chair, Vice Chair, Treasurer, and the President/Chief Executive Officer who shall serve ex officio without privilege of vote.
2. Election, Term and Vacancies.
 - a. Subsequent Officers. The Board shall elect the Chair, Vice Chair, and Treasurer from a slate provided by the Nominating Committee for a term of two years, up to two terms or until successors are elected. Upon election, terms of office shall begin in January of each year. A vacancy among the officers, other than the Chair, shall be filled by the Board from a slate provided by the Nominating Committee, until the next annual meeting. In the case of a permanent vacancy in the office of the Chair, the Vice Chair will fill the vacancy and the Board shall elect a new Vice Chair from a slate provided by the Nominating Committee.
 - b. The Chief Executive Officer shall be appointed by the Board to hold office at its pleasure.

3. Duties.

- a. *Chair.* The Chair shall be the Chief Elected Corporate Officer of the Council and shall preside at meetings of the Council, the Board, and the Executive Committee. The Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board are carried into effect, and for reporting to the membership and to the Board on the conduct and management of the affairs of the Council. The Chair shall be a voting, ex-officio member of all committees and task groups established by the Board and shall perform such other duties as are assigned by the Board or prescribed elsewhere in the By-Laws.
- b. *Vice Chair.* In the temporary absence or disability of the Chair, the Vice Chair shall preside at meetings of the Council and of the Board. The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Chair or the Board.
- c. *Treasurer.* The Treasurer shall ensure the sound management of organization finances; administer fiscal matters of the organization; ensure the development and board review of fiscal policies and procedures; and provide an annual budget to the board for approval. The Treasurer shall serve as Chair of the Finance Committee, shall serve as a voting, ex-officio of the Audit and Investment Committees, and exercise the powers and perform such other duties as may be assigned by the Chair. The Treasurer shall be the legal Secretary for the organization and is responsible for ensuring that notices are issued and accurate minutes are filed of all meetings of the Council and the Board. In addition, as the Secretary, the Treasurer shall ensure that procedures are in place for custody of corporate books, records, and files, and shall be familiar with legal documents (articles, by-laws, IRS letters, etc.) to note their applicability during meetings.
- d. *President/Chief Executive Officer.* The President/Chief Executive Officer shall be the Chief Executive Officer (CEO) of the Council. As such, the President/CEO shall be responsible for providing advice and assistance to the Council, the Board, the Officers, and the committees. The President/CEO shall also be responsible for managing day-to-day operations of the Council in accordance with policies adopted by the Board. The President/CEO shall have such other powers and perform such other duties as may be provided by the Board including authority to perform tasks which are consistent with and ancillary to carrying out directives which have been authorized by the Board, including all tasks necessary or convenient to the accomplishment of the authorized directives except as may be otherwise provided in the law of the State of South Carolina, the Articles of Incorporation, or these By-Laws.

4. Removal. Any Officer may be removed, with or without cause, by a vote of two-thirds of the total membership of the Board.

ARTICLE IV
“DELEGATES OF THE COUNCIL”

1. Election. Utilizing the established geographic subdivisions within the Council jurisdiction known as Service Units, Girl Scouts fourteen (14) years of age or over, currently registered through the Council, and residing or working in the geographic subdivision, shall be eligible to serve as Delegates of their Service Units. Each Service Unit shall be entitled to one Delegate to the Council for every 100 girls

registered as members of the Service Unit as of September 30 of that year. However, any Service Unit with less than 100 girls shall be entitled to one Delegate to the Council. As necessary, election of the Delegates shall be conducted at a Service Unit meeting held during the first quarter of the Girl Scout fiscal year. Candidates will be nominated and seconded from the floor, and voted on by the Service Unit. Those members present and voting shall constitute a quorum for the transaction of business.

2. Term.

- a. Members of the Service Unit shall elect Delegates to serve for a two (2) year term or until a successor is elected.
- b. No elected Delegate shall serve for more than three consecutive terms. However, a previously elected Delegate shall be eligible for re-election after the lapse of one year.
- c. Upon election at the Service Unit, terms of the office shall begin in January.
- d. Vacancies occurring by death, resignation, or otherwise, shall be filled until the next fall election of the Service Unit by an affirmative vote of the members in attendance. Any Delegate may resign from office at any time by delivering a written resignation to the Chair of the Service Unit. The resignation shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Chair.

3. Duties.

- a. Board of Directors. Delegates of the Council shall elect the members of the Board from a slate provided by the Nominating Committee;
- b. Delegates to National Council. Delegates of the Council shall elect the National Council Delegates and persons to fill vacancies among National Council Delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America from a slate provided by the Nominating Committee;
- c. Articles of Incorporation and By-Laws. Delegates of the Council shall vote on amendments to the Articles of Incorporation and By-Laws; and
- d. Communication with Board. Delegates of the Council shall provide information to the Board as well as receive and respond to reports and information from the Board
- e. Communication with the Service Unit. Delegates of the Council shall provide information to the Service Unit as well as present and disseminate reports and information from the Delegate's communication with the Board.

ARTICLE V
"ANNUAL MEETING"

1. Annual Meeting. The annual meeting of the Directors, Officers, and Delegates of the Council shall be held at such time and place as may be determined by the Board. Notice of the time, place, and purpose of the meeting, together with the nominees for all offices to be voted on, shall be forwarded in writing to all Directors, Officers, and Delegates not less than thirty (30) days before the meeting.

2. Special Meeting. Special meetings of the Directors, Officers, and Delegates of the Council shall be called by the Chair upon written request of two-thirds of the Directors or twenty-five (25) percent of the Delegates of the Council. Notice of the time, place, and purpose of the meeting shall be forwarded in writing by US mail to all Directors, Officers, and Delegates not less than seven (7) days before the meeting. No business shall be transacted except that for which the meeting has been called.
3. Quorum and Voting. A quorum for the transaction of business shall consist of twenty-five (25) percent of the total number of Directors, Officers, and Delegates of the Council. No Director, Officer, or Delegate may vote by proxy.

ARTICLE VI **“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 Delegates of the Council at a meeting held within a year of the National Council registration deadline. The Board or the Chair of the Board in the absence of a meeting of the Board, shall fill vacancies in the Delegates to the National Council 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 or the Chair of the Board in the absence of a meeting of the Board, shall have the power to fill vacancies among the Delegates to the National Council until the next meeting of the Council. Delegates to the National Council 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 years of age or over and who are registered through the Council with Girl Scouts of the United States of America, and shall serve for a term of three years from the date of their election, or until their successors are elected.

ARTICLE VII **“MISCELLANEOUS”**

1. Fiscal Year. The fiscal year of the Council shall be October 1 to September 30.
2. Signatories. 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.
3. Indemnification. The Council shall indemnify its Directors, Officers and employees to the fullest extent allowed by law, provided, however, that it shall be within the discretion of the Board whether to advance any funds in advance of disposition of any action, suit or proceeding, and provided further that the Board may make a determination that indemnification of the Director, Officer or employee is improper because he has failed to act in good faith and in the best interests of the Council or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

4. 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, 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 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE VIII
“PARLIAMENTARY AUTHORITY”

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Council Board, Service Units, and all committees, subject to the laws of the State of South Carolina, the Articles of Incorporation, and these By-Laws, and any special rule of order adopted by the organization.

ARTICLE IX
“AMENDMENTS”

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

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