

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," a nonprofit established in compliance with the laws of South Carolina.
2. Office and Registered Agent. The board of directors shall establish a registered office and appoint the registered agent of the council.

ARTICLE II PURPOSE

The purpose of the council shall be as defined in the articles of incorporation and to deliver the program of Girl Scouts of the United States of America throughout the council region, to fulfill the Girl Scout mission of building girls of courage, confidence, and character who make the world a better place and to carry on charitable activities associated with these goals as allowed by law.

ARTICLE III VOTING MEMBERS

1. Composition.
 - a. Voting members of the council shall consist of:
 - elected members of the board of directors, if not otherwise voting members of the council;
 - delegates elected by service units; and
 - national delegates.
 - b. At least two-thirds of the voting members of the council shall be those delegates elected by service units.

ARTICLE IV 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 by the laws of the State of South Carolina, the articles of incorporation or these bylaws.

2. **Composition.** The board shall be comprised of a minimum of thirteen elected directors. The directors shall be elected based on the needed skills, experience and geographic representation as determined at the discretion of the board after deliberation and selection of a slate of potential board members presented by the nominating subcommittee of the governance committee.
3. **Election.** The delegates of the council shall elect the directors for a term of three years, or until their successors are elected. The nominating subcommittee of the governance committee shall prepare a slate of nominee directors for consideration by the voting body that reflects the board profile needed at that time as determined at the discretion of the board. Nominations from the floor will be accepted at the annual meeting provided that:
 - they are submitted ten business days prior to the annual meeting to the chair of the nominating subcommittee of the governance committee using the council’s referral form;
 - the nominee meets the criteria for the office;
 - the nominee's qualifications are consistent with the board profile established by the nominating subcommittee and governance committee; and
 - the nominee has been given written expectations of board members and agreed to serve
4. **Term.**
 - a. *Number and Partial Terms.* No elected director shall serve for more than two 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.* Terms of office shall commence upon election at the annual meeting.
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. **Meetings.** Meetings of the board or any committee thereof may be conducted in person or by conference telephone, videoconference, or other electronic communication facilities. Any person entitled to attend a meeting who participates by such means is deemed to be present at the meeting. The board may establish procedures regarding the holding of meetings by such means. Any person participating in a meeting by means of equipment enabling all participants to communicate directly with one another may vote. When telecommunications or electronic media are utilized, a confirmation of each vote must be secured.

7. 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 via U.S. mail or conveyed by tracked electronic transmittal to each director not less than seven days before the meeting.
8. 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 (33%) of the current directors. Unless waived by a director, notice of time, place, and purpose of the meeting shall be given personally, forwarded in writing via U.S. mail, conveyed by electronic transmittal, or by phone call to each director not less than five (5) days before the meeting.
9. 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 media. No director may vote by proxy.
10. 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. Chair appoints committee chairs.
11. 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 V **OFFICERS**

1. Number and Title. The officers of the council shall consist of the chair, vice-chair, secretary, treasurer, and the 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, secretary, and treasurer from a slate provided by the nominating subcommittee of the governance committee for a term of two years, up to two terms or until successors are elected. Terms of office shall begin upon election. A vacancy among the officers, other than the chair, shall be filled by the board from a slate provided by the nominating subcommittee of the governance 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 subcommittee of the governance 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 non-voting, ex-officio member of the audit, finance, and governance committees and shall perform such other duties as are assigned by the board or prescribed elsewhere in the bylaws.

- 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. The vice-chair will assume the office of the Chair when the term of service of the chair is completed, provided the Board so approved.
 - c. *Secretary.* The secretary shall be the legal secretary for the organization and is responsible for ensuring that notices are issued and accurate minutes of all meetings of the council and the board are filed. In addition, the secretary shall ensure that procedures are in place for custody of corporate books, records, and files, and shall be familiar with legal documents (articles of incorporation, bylaws, council charters, IRS Form 990, etc.) and to note their applicability during meetings
 - d. *Treasurer.* The treasurer shall ensure the sound management of the council's finances; administer fiscal matters and ensure the development and Board review of fiscal policies and procedures, and, with the council's CEO and chief financial officer, 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 member of the audit and investment committees, and exercise the powers and perform such other duties as may be assigned by the chair.
 - d. *President and Chief Executive Officer.* The chief executive officer shall serve in the role of president as required by South Carolina law, and as the chief executive officer (CEO) of the council. As such, the CEO shall be responsible for providing advice and assistance to the council, the board, the officers, and the committees. The CEO shall also be responsible for managing day-to-day operations of the council in accordance with policies adopted by the board. The 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 bylaws.
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 VI

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. Alternates.

At the meeting when delegates are elected, the service unit may also elect the same number of alternates. An alternate is selected to fulfill the duties of a delegate if the delegate is unable to perform their duties. An alternate may vote in place of the council delegate, provided the council is notified 24 hours in advance of the meeting.

3. 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 two years.
- c. Terms of service shall begin upon election by the service unit.
- 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 service unit manager. The resignation shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the service unit manager.

4. Duties.

- a. Board of Directors. Delegates of the council shall elect the members of the board from a slate provided by the nominating subcommittee of the governance 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 subcommittee of the governance committee.
- c. Articles of Incorporation and Bylaws. Delegates of the council shall vote on amendments to the articles of incorporation and bylaws.
- 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 VII **ANNUAL MEETING**

1. Meetings. Meetings of delegation may be conducted in person or by conference telephone, videoconference, or other electronic communication facilities. Any person entitled to attend a meeting

who participates by such means is deemed to be present at the meeting. The board may establish procedures regarding the holding of meetings by such means. Any person participating in a meeting by means of equipment enabling all participants to communicate directly with one another may vote. When telecommunications or electronic media are utilized, a confirmation of each vote must be secured.

2. 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 via U.S. mail, or conveyed by tracked electronic transmittal to all directors, officers, and delegates not less than thirty (30) days before the meeting.
3. 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 via U.S. mail or conveyed by tracked electronic transmittal 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.
4. 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 VIII **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 in the year prior to the national council session. 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 IX **FINANCE**

1. Fiscal Year. The fiscal year of the council shall be October 1 to September 30.
2. Contributions. Any contributions, bequests, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized by the board of directors.

3. **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.
4. **Property.** Title to all property shall be held in the name of the council.
5. **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.
6. **Financial Reports.** A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.
7. **Investments.** The funds of the council shall be invested in accordance with the policies established by the board of directors or by the investment committee, following approval by the board of directors.

ARTICLE X
MISCELLANEOUS

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 or she has failed to act in good faith and in the best interest of the council, or with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

ARTICLE XI
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 bylaws, and any special rule of order adopted by the council.

ARTICLE XII
AMENDMENTS

These bylaws 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.