

GIRL SCOUTS OF SOUTHERN ARIZONA, INC.

BYLAWS  
Amended April 25, 2012  
at Council Annual Meeting

ARTICLE I - THE CORPORATION

1. Corporation. The corporation shall be known as "Girl Scouts of Southern Arizona, Inc." and referred to herein as "the Council."
  
2. Membership.

Persons who are members of the Girl Scout Movement, fourteen (14) years of age or over, registered through the Council are eligible to be members of the Council. All members of the Council shall be voting members.

The members of the council shall consist of:

- a. Delegates elected from the Governing Areas pursuant to Paragraph 3 below;
- b. Voting members of the board of directors of the Council;
- c. Two girl members, fourteen (14) to eighteen (18) years of age, who serve on the Board of Directors as non-voting members;
- d. The members of the Board Development Committee, who are not otherwise members of the council;
- e. The previous Board Chair of the Council who shall serve for a one year term on the Board to maintain continuity in Council business and affairs.

The total number of members shall not be less than 90. At least two-thirds of the members must be elected within the Governing Areas. All members shall hold membership only for the term to which they have been elected or appointed and only for as long as they are registered through the Council.

3. Delegates.
  - a. *Eligibility*

Members of the Girl Scout movement, fourteen (14) years of age or over, registered through the Council, residing or working with Girl Scouting in each Governing Area shall be entitled to elect delegates and persons to become delegates for the unexpired term should vacancies occur.
  
  - b. *Selection Procedure*

Each Governing Area shall select delegates. A meeting to elect council delegates shall be held each year within a time cycle determined by the board of directors.
  
  - c. *Number*

The number of delegates shall be based on the girl population in the Governing Areas as of September 30 each year, according to a formula established and administered at that time by the board of directors. Each Governing Area, however, shall be entitled to elect at least two delegates.
  
  - d. *Term*

Delegates shall be elected for a term of one year or until their successors are elected. Delegates

shall serve no more than six (6) consecutive terms.

4. Responsibilities. The members of the council shall:

- a. Elect the (i) officers of the Council; (ii) the members-at-large of the Board of directors; (iii) the two non-voting girl members of the Board of Directors fourteen (14) to eighteen (18) years of age; (iv) members of the Council Board Development Committee; and (v) the delegates and persons to fill vacancies among delegates, should vacancies occur, to the National Council of Girl Scouts of the United States of America;
- b. Adopt, and if necessary, amend the Articles of Incorporation and Bylaws;
- c. Take any other action requiring membership vote; and
- d. Conduct such other business as may, from time to time, come before the members.

5. Annual Meeting

Regular meetings of the Council shall be held at such a time and place as determined and shall be known as the annual meeting.

- a. *Scheduling.* The annual meeting shall be held on such date, time and place as may be determined by the board of directors.
- b. *Notice.* Notice of the date, time, place, and purpose of the meeting, together with the slate of nominees for all officers or positions to be filled pursuant to these bylaws, shall be communicated to each voting member of the Council not more than sixty (60) and not less than thirty (30) days before the meeting.
- c. *Means of Communication.* Notice will be given personally, mailed, or sent by electronic means to each member of the council.<sup>1</sup>
- d. *Quorum.* A quorum to transact business requires twenty-five percent (25%) of the members of the Council present, provided that a majority of the Governing Areas shall have at least one elected delegate present at each meeting. Members may participate in and act at any meeting of the members by means of a conference telephone or other similar interactive technology.<sup>2</sup>
- e. *Voting Procedures.*
  - i. Each Council member present shall be entitled to one (1) vote.
  - ii. A plurality of votes cast shall elect the directors and officers of the Council.
  - iii. All other matters shall be determined by a majority of the voting members represented at a meeting, at which quorum is present, except as may be otherwise provided in these bylaws or applicable law.
  - iv. From time to time there may be issues requiring a vote that does not require a face-to-face meeting. Therefore, at the discretion of the council's board of directors, member voting may also be conducted by mail or electronically<sup>3</sup> if a written or electronically transmitted ballot of every active member is solicited in accordance with procedures established and adopted by the council's board of directors. Any action taken by mail or electronically by the members of the

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<sup>1</sup> Notice in writing will be sent to the member's address as it appears on the records of the Council, stating the place, date and hour of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the member. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the member. If sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the member.

<sup>2</sup> Participation may include, but is not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

<sup>3</sup>Electronic means of voting may include an electronically transmitted ballot solicited to all members of the Council entitled to vote, prior to the annual meeting date, or at the meeting as determined by the board of directors.

council shall be a valid action of the members and shall be reported at the next regular meeting of the board of directors.

6. Special Meetings

- a. *Scheduling.* Special meetings of the Council shall be called by the Board Chair within fourteen (14) days, upon written request of two-thirds of the members of the Board or by twenty-five percent (25%) of the members of the Council, provided that at least a majority of the Governing Areas are represented, for any purpose within the council, at any time.
- b. *Purpose.* 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.
- c. *Notice.* Notice must be given not less than ten (10) days before the meeting.
- d. *Means.* Notice of time, place and purpose of the meeting shall be given personally or mailed to the member's 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.<sup>4</sup>

ARTICLE II - BOARD DEVELOPMENT COMMITTEE

1. Purpose. The purpose of the Board Development Committee is to assist the Board in:
  - a. Developing a high performing board, providing orientation and ongoing education and engagement of members of the Board of Directors
  - b. Functioning as a highly effective team through the use of appropriate assessment tools.
2. Membership The Board Development Committee shall be composed of not less than three (3) nor more than seven (7) members. The exact number of members of the board development committee shall be determined annually by action of the Board of Directors.
3. Election, Term, and Vacancies.
  - a. The committee members shall be elected by the members of the Council 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 at which they are elected or upon appointment.
  - c. In the event of a vacancy, the Board shall have the power to fill vacancies arising between annual meetings of the Council for the remainder of the term.
4. Selection and Term of Chair.
  - a. The chair of the committee shall be appointed by the Chair of the Board of Directors from among the committee members.
  - b. The chair shall serve for a term of one year.
  - c. If not already elected to the board of directors, the chair shall serve as an ex officio member of the board with all the rights and responsibilities of other board members.
  - d. A vacancy in the office of chair shall be filled through appointment by the Chair of the board of directors for the remainder of the unexpired term.
5. Responsibilities.

The Board Development Committee shall:

- a. Present to the membership either at the annual meeting or electronically via email, an

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<sup>4</sup> If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the member. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the member. If sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the member.

online survey instrument, or similar device, a single slate of nominees for each of the following:

- i. officers of the Council;
- ii. members-at-large and the two non-voting girl members of the Board of Directors;
- iii. members of the Board Development Committee;
- iv. Vacancies among officers and members-at-large of the Board of Directors between annual meetings, in accordance with the bylaws.

- b. Present to the membership of the Council a single slate of nominees for the following:
  - i. National Council Delegates (this slate to be nominated at a meeting of the Council held within a year of the regular meeting of the National Council of Girl Scouts of the United States of America); and
  - ii. Persons to fill vacancies among National Council Delegates should vacancies occur

6. Nominations from the Floor

Additional nominations may be made for elected positions and will be added to the ballot at the annual meeting provided:

- a. The nomination is in writing by five (5) members of the Council;
- b. The individual to be nominated has consented in writing to serve if elected;
- c. The nomination has been submitted to the Chair of the Board Development Committee, at least two (2) weeks prior to the convening of the annual council meeting;
- d. The prospective nominee meets the qualifications for the office for which he/she is being nominated.

7. Quorum. A majority of the members of the committee shall be present in person to constitute a quorum for the transaction of business, provided that the number of elected board members does not exceed the number of non-board members.

### ARTICLE III - PARTIAL TERMS

A person who has served more than half of a specific term in office, 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 elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer. The Chief Executive Officer shall serve ex-officio, without privilege to vote.

2. Election and Term of Office

- a. The officers shall be elected by ballot in accordance with the bylaws 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 at which elections are held.
- c. No individual shall serve more than three consecutive terms in any one or more of these offices, except that an individual who has served three such consecutive terms shall be eligible to be elected as Chair of the Board and may serve three consecutive terms in that office.

3. Vacancy in Office

- a. Vacancy among the officers, other than the Board Chair, shall be filled by the board of directors until the next annual meeting.
- b. In the event of a permanent vacancy in the office of the Board Chair, the vice chairs of the board of directors will succeed in order of their rank until the next annual meeting.

4. Chief Executive Officer

- a. The Chief Executive Officer shall be appointed by the Board to hold office at its pleasure and shall serve as an ex-officio officer of the corporation without vote.

5. Duties.

The duties of the officers shall be as follows:

- a. Chair of the Board. The chair of the board of directors shall be the chief corporate officer of the council. The Chair shall (i) preside at meetings of the Council and of the Board; (ii) be responsible for seeing that the lines of direction given by Council or by the Board are effected; and (iii) reporting to the membership and to the Board of directors on the conduct and affairs of the Council. The Chair shall be ex officio a member of all committees established by the Board and shall perform such other duties as are assigned by the Board or prescribed by the bylaws.
- b. Vice Chairs. In the temporary absence or disability of the Board Chair, the vice chairs in order of their rank shall preside at the meetings of the Council and of the Board. The vice chairs shall exercise such other powers and perform such other duties as may be assigned by the Board Chair.
- c. Secretary. The secretary shall (i) ensure proper notice of all Council meetings and all Board meetings is given and (ii) keep the minutes of such meetings. The secretary shall be responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform such other duties usually incidental to the office of secretary. The secretary also shall have such powers and such duties as may be assigned by the Chair or the Board.
- d. Treasurer. The treasurer shall (i) monitor the control, receipt, and custody of all assets of the Council; (ii) monitor disbursements as authorized by the Board; (iii) report on the receipt, use, and disbursements the Council's financial assets; and (iv) exercise the powers and perform such other duties usually incidental to the office of treasurer. The treasurer also shall have such powers and perform such duties as may be assigned by the Chair or Board. The treasurer shall be ex officio a member of the finance committee, if such committee shall be established by the board of directors.
- e. Chief Executive Officer. The CEO shall be the chief executive officer of the Council. The CEO shall (i) provide advice and assistance to the Council, the Board, the chair and other officers, committees of the Board and task groups and (ii) manage 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. The CEO also shall have such other powers and perform such other duties as may be provided by the Board.

4. Removal. An elected officer may be removed, with or without cause, by a two-thirds (2/3) vote of the total membership of the Board.

## ARTICLE V - BOARD OF DIRECTORS

1. Powers, Responsibilities and Accountabilities. The corporate business and affairs of the Council shall be governed by the Board, 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 Arizona adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.
2. Composition. The board of directors shall consist of:
- a. Elected officers. The elected officers of the Council as determined in the Bylaws.
- b. Members-at-large. The Board shall have the power to determine the number of members-at-large, but there shall never be fewer than ten (10) nor more than eighteen

- (18) directors, herein called members-at-large.
  - c. Nonvoting girl members. The members-at-large must include two (2) girl members between the ages of fourteen (14) and eighteen (18) who will serve as non-voting members of the Board.
  - d. Number. The exact number of members-at-large to serve on the board of directors in the upcoming year, shall be determined annually by action of the board of directors, subject to Arizona law, prior to their election by the members at the annual meeting of the council.
  - e. The Chair of the Board Development Committee. The chair of the board development committee, if not otherwise elected to the Board, shall be ex officio a member of the Board.
  - f. The Previous Board Chair. The previous Board Chair shall be ex officio a member of the Board for a term of one year to ensure continuity of Council affairs.
- 3. Election and Term.
  - a. Members-at-large. The members-at-large shall be elected by the members of the Council for a term of two (2) years or until their successors are elected. They shall serve for no more than three (3) consecutive terms. Terms of the office shall begin immediately following the annual meeting at which the elections are held.
  - b. Nonvoting girl members: The two non-voting girl members of the Board shall be elected by the voting members of the Council for a term of one (1) year, or until their successors are elected, and shall serve no more than two (2) consecutive terms.
  - c. Term. The term of office of half (½) of the members-at-large shall expire at each annual meeting. Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the board when serving as an officer or as chair of the board development committee.
- 4. Vacancies. Except as provided in these Bylaws, vacancies in the Board occurring by death, resignation, creation of new directorships, or otherwise, shall, unless provided for otherwise by the laws of the state of Arizona, be filled until the next annual meeting by affirmative vote of the remaining directors then in office, though less than a quorum at any meeting of the Board called for that purpose.
- 5. Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the board shall meet no less than five (5) times each year. Notice of time, place and purpose of the meeting shall be mailed or sent by electronic means to each Board member not less than seven (7) days before the meeting.
- 6. Special Meetings. Special meetings may be called by the chair of the board of directors. Special meetings also shall be called by the chair upon written request of five (5) directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called.
- 7. Quorum. A majority of the members of the Board shall be present in person to constitute a quorum for the transaction of business.
- 8. Electronic Participation in Meetings

Any regular or special meeting of the Board may be held by means of conference telephone or similar communications by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## 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. The Board Chair shall appoint the Chair and the members of the Board committees with the approval of the board. The term shall be established at the time of appointment for a term of up to two (2) years, or until their respective successors are appointed.

## ARTICLE VII - EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall include the officers of the Council, two (2) members-at-large appointed annually by the Board from among its members, and the CEO who shall serve without privilege of vote. The Chair of the Board 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:

- a. adopt the budget;
- b. amend the bylaws;
- c. 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 reports to the Board on actions taken.

3. Meetings. Meetings of the Executive Committee shall be called by the Board Chair. Notice of time, place, and purpose of the meeting shall be given to each member of the Executive Committee not less than two (2) days before the meeting.
4. Quorum. The quorum for meetings shall be a majority of the Executive Committee members present in person or linked by telecommunication or by agreed upon means such that all members are able to hear one another and participate.

## Article VIII- GOVERNING AREAS

1. Governing Areas
  - a. The Board of Director shall, from time to time, establish geographic subdivisions known as "Governing Areas" within the Council's jurisdiction to provide for participation by members of the Council in policy and business of the Council. Review and changes in the subdivisions may be made upon recommendation of the CEO, subject to approval by the Board.
  - b. Each Governing Area shall include all active members of the Girl Scout Movement registered through the Council and residing or serving within the Governing Area.
2. Election and Terms.
  - a. Each Governing Area shall be entitled to elect two or more delegates based on a formula determined from time to time by the Board of Directors relating to the number of active Girl Scouts within the Governing Area.

## ARTICLE IX - NATIONAL COUNCIL DELEGATES

1. Eligibility. The delegates and alternates selected to the National Council of Girl Scouts of the United States of America shall meet eligibility standards established by Girl Scouts of the United States of America. They shall be active members of the Girl Scout Movement, ages fourteen (14) or over, at the time of election and throughout the term of service.

2. Election. The delegates and alternates to whom the Council is entitled to elect shall be selected by the members of the Council, in accordance to the Bylaws, at a meeting within a year of the regular meeting of the National Council.
3. Term. Delegates shall serve for a term of three (3) years from the date of their election or until their successors are elected.
4. Vacancies. The Board or Board Chair, in the absence of a meeting of the Board, shall fill delegates 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 until the next meeting.

#### ARTICLE X - FISCAL RESPONSIBILITY OF THE BOARD OF DIRECTORS

1. Fiscal Year. The fiscal year of the council shall be established 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. 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. The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of directors.
6. Budget. The annual budget of estimated income and expenditures 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. Property. Title to all property (with the exception of troop equipment) shall be held in the name of the Council.
9. Financial Reports. A summary report 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.
10. Legal Counsel. Independent legal counsel shall 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.

- c. Review and advise on any official statements developed for the media (print, television, or radio).

11. Investments. The treasurer of the council shall invest the funds of the council in accordance with the direction of the board of directors, or any committee of the board appointed for such purpose.

12. Indemnification. Indemnification shall be provided by resolution of the board of directors, in accordance with the state code.

#### ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the council, board of directors, area forums 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 XII - AMENDMENTS

These bylaws may be amended by a two-thirds 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.

Adopted 11/7/87

Revision Adopted 4/89 Annual Meeting

Revision Adopted 4/91 Annual Meeting

Revision Adopted 4/94 Annual Meeting

Revision Adopted 4/96 Annual Meeting

Revision Adopted 4/97 Annual Meeting

Revision Adopted 4/03 Annual Meeting

Revision Adopted 4/06 Annual Meeting

Revision Adopted 4/09 Annual Meeting

Revision Adopted 4/12 Annual Meeting