

BYLAWS
of
GIRL SCOUTS OF THE GREEN AND WHITE MOUNTAINS

Article I - Corporate Identity

The name of this corporation shall be Girl Scouts of the Green and White Mountains (hereinafter the "Council" or the "Corporation").

Article II – Corporate Structure

Section 2.1 Corporate Structure:

Girl Scouts of the Green and White Mountains is a New Hampshire not-for-profit corporation recognized as tax exempt under Section 501(c) (3) of the Internal Revenue Code of 1986 as from time to time revised.

Section 2.2 Membership in the Girl Scout Movement:

The Council shall register members of the Girl Scout Movement according to the policies and directives of Girl Scouts of the United States of America ("GSUSA"). Notwithstanding the foregoing, the Council shall have no members in accordance with New Hampshire Revised Statutes Annotated 292:6-b.

Article III - Board of Directors

Section 3.1 General Powers and Responsibilities:

The corporate business and affairs of the Council shall be conducted under the direction of the Board of Directors. The Board shall have the ultimate responsibility for the Council. The Board shall be responsible for:

- (a) Ensuring the achievement of the Girl Scout Mission;
- (b) Establishing and monitoring the enforcement of major policy matters;
- (c) Raising funds for the Council's operations and properties;
- (d) Preserving the financial integrity of the Council;
- (e) Employing, supervising, evaluating and removing the Chief Executive Officer ("CEO") of the Council;
- (f) Selecting delegates from the Council for all national meetings;
- (g) With the assistance of the CEO, formulating major strategic thinking, long and short-term goals, and vision statements for the Council as a whole.
- (h) Considering and responding to issues brought to the Board by Committees and Task Groups appointed by the Board or otherwise established pursuant to these bylaws (see Article V).
- (i) Representing the interests of all Girl Scouts within the Council jurisdiction.
- (j) Ensuring opportunities for Girl Scout members to influence decision-making.

Section 3.2 Composition:

The Board of Directors shall consist of:

- a) the Board Chair, Vice Chair, Secretary and Treasurer of the Council, who shall serve as voting members;
- b) the CEO, ex officio, who shall serve as a non-voting member;
- c) the chair of the Governance Committee, who shall serve as a voting member;
- d) at least two (2) girl members registered with GSUSA, 14 years of age or older, who shall serve as non-voting representatives and shall be appointed by the Board Chair; and
- e) not fewer than 5 and not more than 15 members-at-large.

Section 3.3 Elections and Term of Members-at-Large:

The members-at-large of the Board of Directors shall be elected by the Board of Directors at their Annual Meeting for a term of two (2) years, or until their successors are elected. Members-at-large of the Board of Directors shall serve for no more than three (3) consecutive terms but shall be eligible to serve again as a member-at-large of the Board of Directors after a lapse of one year.

Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The terms of office of the members-at-large of the Board of Directors shall be staggered such that the terms of approximately one-half of the members-at-large of the Board of Directors shall expire at each Annual Meeting of the Council.

Regardless of the number of consecutive terms any person shall have served as a member-at-large of the Board of Directors, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as chair of the Governance Committee.

Members-at-large must be registered members of GSUSA.

Section 3.4 Vacancies:

Vacancies in any member-at-large position of the Board of Directors, occurring by death, resignation or otherwise, shall be filled until the next Annual Meeting of the Board by affirmative vote of the remaining directors then in office after consultation with the Governance Committee.

Section 3.5 Annual Meetings:

The Annual Meeting of the Board shall be held upon the same notice as required for Regular Meetings of the Board of Directors, in the fall of each year or at such other time as determined by the Board, for the purpose of electing Directors and for the purpose of conducting such other business as may be required. To the extent practical, Directors should attend the Annual Meeting in person.

Section 3.6 Regular Meetings:

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors, except that the Board of Directors shall meet at least four (4) times per year, including the Annual Meeting. Notice of date, time, and place of the meeting shall be transmitted by electronic mail or other Board selected digital media to each Director not fewer than seven (7) days before the meeting.

Section 3.7 Special Meetings:

Special meetings may be called by the Board Chair at any time. A special meeting shall also be called by the Board Chair upon the written request of 25 percent (25%) of the Directors eligible to vote. The purpose of the special meeting shall be stated in the request. Notice of date, time, and place of each special meeting of the Board of Directors shall be given to each Director with as much notice as is practicable in the judgment of the Board Chair, but no less than 24 hours prior to such a meeting. For the purpose of this Section 7, notice will be deemed to be duly given to a Director if given to such Director verbally (including by telephone or in person); or by electronic mail or other digital media. If less than 72 hours' notice is given, notice must be given by the most expeditious means available. No business shall be transacted at any special meeting except that for which the meeting has been called.

Section 3.8 Quorum:

Fifty-one percent (51%) of the current voting members of the Board of Directors, shall be present in person or through an agreed upon electronic means to constitute a quorum for the transaction of business.

Section 3.9 Waiver of Notice:

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of meeting does not need to specify the business to be transacted at, nor the purpose of any regular or special meeting, though it is expected to be included to the extent practical.

Section 3.10 Board Members Unexcused Absences:

Any member of the Board of Directors who is absent from two (2) meetings of the entire Board of Directors in one twelve-month time period which are unexcused, shall be deemed to have resigned from the Board of Directors, which resignation may be accepted upon approval by a majority vote of the Board of Directors voting at any regular meeting of the Board of Directors. The Board Chair shall determine whether an absence is excused or unexcused, which decision may be overturned by action of the Board of Directors.

Section 3.11 Removal:

A Director may be removed, with or without notice and with or without cause, by vote of two-thirds of the current voting members of the Board of Directors.

Section 3.12 Resignation:

Any Director may resign at any time by giving written notice to the Board Chair or Secretary of the Board. The resignation of any Director shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 Compensation:

Directors shall not receive salaries for their services, except that out-of-pocket expenses may be reimbursed according to the policies and guidelines for expense reimbursement as established by the Board of Directors. The prohibition on receiving a salary shall not apply to the CEO.

Section 3.14 Board Meetings Other Than in Person:

- a) Electronic or Digital Participation: Members of the Board may participate in a scheduled meeting by means of conference call, web exercise or similar communication equipment, when such equipment or service is technologically feasible, by which all persons participating can hear each other and be heard at the same time. Such participation will constitute presence in person at the meeting.
- b) Action Without a Meeting: Any action required or permitted to be taken at a scheduled meeting of the Board may be taken without a meeting if each Board member, in writing, either (i) votes for such action or (ii) votes against such action. Any action taken under this subsection has the same effect as action taken at a meeting of the Board and may be described as such in any document. Any action taken under this subsection will be effective when the last writing necessary to effect the action is received by the Board Chair unless the writings describing the action taken set forth a different date. Any writing described in this subsection must be signed by the Director and may be delivered by hard copy or facsimile or in an electronic communication with the Director's written agreement. Any signed written instruments pursuant to actions with regard to this subsection shall be filed with the minutes of the Board.

Section 3.15 PROXIES:

Voting by proxy shall not be permitted.

Article IV Officers

Section 4.1 Officers and Titles:

The officers of the Council shall include the Board Chair; the Vice Chair; the Secretary; the Treasurer; and the CEO who shall serve ex-officio without privilege of vote.

Section 4.2 Election, Term, and Vacancies of Officers:

- a) The Board Chair, Vice Chair, Secretary, and Treasurer shall be elected by the Board of Directors at its Annual Meeting for a term of two (2) years or until their successors are elected, and shall serve no more than three (3) consecutive terms in the same office. The terms of such officers shall be coterminous. Officers shall be eligible for re-election to the same position after the lapse of one term, or to a new position without such a lapse, but the maximum number of consecutive terms that an individual shall be eligible to serve as an officer shall be five (5) terms. Officers shall be eligible to serve again as an officer in any position after the lapse of one term. Officers must be registered members of GSUSA.
- b) Any vacancy among the elected officers shall be filled by vote of the Board of Directors until the next annual meeting of the Board.
- c) The CEO shall be appointed by the Board of Directors upon recommendation of the Board Chair to hold office at the pleasure of the Board of Directors.

Section 4.3 Duties:

- a) Board Chair: The Board Chair shall be the chief governing officer of the Council and shall preside at meetings of the Board of Directors. The Board Chair shall be responsible for seeing that the lines of direction given by the Board of Directors are implemented, and for reporting to the Board of Directors on the conduct of the affairs of the Council.
- b) Vice Chair: In the temporary absence or disability of the Board Chair, the Vice Chair shall carry out the duties of the Board Chair, including without limitation presiding at meetings of the Board of Directors. The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Board Chair or the Board of Directors.
- c) Secretary: The Secretary shall be responsible for issuing lawful notices in accordance with these bylaws of all meetings of the Board of Directors, ensuring that accurate and timely minutes of Board of Director meetings are taken and distributed to the Directors. The Secretary shall be responsible for the safekeeping of Council books, records, files and other important documents in the Council offices or other Council property as the Board of Directors may prescribe. The Secretary may delegate such ministerial tasks such as recording, transcription and mailing to employees of the Council with the consent of the CEO. In addition, the Secretary shall have the power to appoint such assistant Secretaries as they deem reasonably necessary to carry out the functions and

duties prescribed in these bylaws and such other duties usually incident to the office of Secretary and/or as otherwise assigned by the Chair or the Board of Directors.

- d) Treasurer: The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors, and reporting receipt, use and disbursement of all financial assets of the corporation. The Treasurer shall exercise the powers and perform 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 Board Chair. The Treasurer shall be an ex-officio member of the Finance Committee and the Audit Committee.
- e) Chief Executive Officer: The CEO shall be responsible for providing advice and assistance to the Board of Directors, the Board Chair and other officers, and the committees and task groups; and shall be responsible for managing the 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 through the Board Chair. 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 the authority to appoint and release all volunteers, except for Directors, in accordance with policies adopted by the Board of Directors. The CEO shall also have the sole right to use the title "President" of the Council.

Section 4.4 Removal

An elected officer may be removed as an officer and as a member of the Board of Directors, with or without cause, by vote of two-thirds of the current voting members of the Board of Directors.

Article V - Committees

Section 5.1 General Provisions

- a) Non-Participating Committee Members: Any member of a Committee appointed by the Board who is absent without cause from two committee meetings in one twelve-month time period shall be deemed to have resigned from the committee, which resignation may be accepted upon approval by a majority vote of the Board of Directors voting at any regular or special meeting of the Board of Directors.
- b) Committee Governance: Except as set forth in the following provisions, the Board may establish any rules or requirements governing the actions of such committees that comply with these bylaws and applicable law.
- c) Committee Meetings Other than in Person: Committee meetings may be held in the same manner as Board meetings described in Section 3.14 above.
- d) Committee members: Except for members of the Governance Committee, committee members shall be appointed by the Board Chair and approved by the Board of Directors. All committee members may be either a member of the Board or a non-Board member.

- e) Quorum: A majority of the voting members of any committee shall be present in person or through an agreed upon electronic means, to constitute a quorum for the transaction of any business.

Section 5.2 Governance Committee

- a) Composition:

The Governance Committee shall consist of no fewer than five (5) members but no more than nine (9) members.

- b) Method of Election, Terms, and Vacancies:

- (a) Members of the Governance Committee shall be elected by the Board of Directors at the Annual Meeting for a term of two (2) years, or until their successors are elected and qualified. Members may serve two (2) consecutive two (2) year terms on the Governance Committee but shall not be eligible again for Governance Committee membership until after a lapse of one year.
- (b) Terms of office shall begin at the close of the annual meeting at which the elections are held, and the elections shall be staggered such that the term of office of one-half of the members of the Governance Committee 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.

- c) Selection and Term of Chair:

The chair of the Governance Committee shall be appointed by the Board Chair from among the members of such committee and shall serve a term of one year or until their successor is appointed. An individual may serve a maximum of two (2) consecutive one (1) year terms as chair, and shall be eligible to serve again as chair after a lapse of one (1) year. The chair, if not already elected to the Board of Directors, shall be a voting member of the Board of Directors. The Board Chair shall have the power to fill a vacancy in the office of the chair for the remainder of the unexpired term.

- d) Responsibilities:

- 1) In cooperation with the Board of Directors and staff, the Governance Committee shall identify the composition needs of the Board as they relate to the Council's current and future strategic priorities, its mission and goals, and the desire for the Board to broadly represent the membership of the Council. The Governance Committee shall identify, recruit, interview and assess prospective candidates for the Board of Directors, taking into consideration the strategic priorities of the Council at the time and the competencies needed to carry out the governing responsibilities of the Board.

The Governance Committee shall present to the Board at the Annual Meeting a single slate of nominees for:

officers of the Council;
members-at-large of the Board of Directors; and
members of the Council Governance Committee.

The Governance Committee shall, in addition, present a slate of nominees for delegates and alternate delegates to the National Council, as further described in Article VII of these bylaws.

- 2) Registered members 14 years of age or older may make written referrals to the Governance Committee, provided that the consent of such individual has been obtained.
 - 3) The Governance Committee shall oversee and coordinate, and delegate to management appropriate responsibilities relating to the orientation, training and mentoring of new members of the Board of Directors and Governance Committee, and advise all such members on suggestions for their continuing education and training.
 - 4) The Governance Committee shall conduct an annual review of the performance of the Board of Directors and present the results of this evaluation to the Board. Additionally, the Governance Committee shall, from time to time, review the processes for evaluating the Board's overall performance and effectiveness and make recommendations to the Board on governance matters.
 - 5) The Governance Committee shall coordinate with the Board of Directors to develop and implement additional educational and enrichment programs as needed in order to satisfy deficits in the knowledge, skills and ability identified through the evaluation process.
 - 6) The Governance Committee may recommend to the Board from time to time the establishment of any new standing, special or other committees of the Board, and any new Board-appointed committees or task groups as deemed appropriate.
- e) Notice of Meetings:

Notice of date, time, and place of Governance Committee Meetings shall be consistent with requirements set forth in Article III.

Section 5.3 Finance Committee

- a) The Finance Committee shall assist the Board in fulfilling its fiduciary responsibilities with respect to the financial affairs of the Council. The Finance Committee shall:
 - 1) Provide guidance to the Board for all policy decisions pertaining to financial plans and business investment for the Council;
 - 2) Bring expertise regarding appropriate financial benchmarks, trends, and changes; and
 - 3) Oversee the long term investment strategy in accordance with the policies of the Council and prepare recommendations to the Board of Directors as necessary.
- b) To fulfill its responsibility, the Finance Committee has the authority to set aside for payment, pay and direct the payment of legal, accounting and other advisors as

necessary. The independent investment advisors shall report directly to the Finance Committee, and shall be accountable to the Finance Committee and the Board, for their recommendations and services. Except as set forth above, the Finance Committee shall have no authority to bind the Council, but shall be advisory to the Board.

- c) The Finance Committee shall be composed of no fewer than five, but not more than nine independent members, with a mix of Board and non-Board members. An independent committee member is described as follows:
 - 1) is not and has not been employed in an executive capacity of the Council for at least five years prior to appointment to the Finance Committee;
 - 2) is not a significant advisor or consultant to the Council, nor affiliated with any firm that is;
 - 3) is not affiliated with a significant supplier to the Council;
 - 4) is not a spouse, parent, sibling, child or in-law of any person described in 1) through 3) or of any member of management.
- d) The Board Chair shall appoint one of the members of the Finance Committee as chairperson. The Treasurer is an ex officio member of the Finance Committee.

Section 5.4 Audit Committee

- a) The Audit Committee will assist in discharging and performing the duties and responsibilities of the Board with respect to the auditing functions of the Council. The Audit Committee shall:
 - 1) Maintain a direct line of communication between the Board, the Council's independent public accountants and Council staff. Such responsibilities encompass all operational functions that have a material effect on the Council's operating results and financial position.
 - 2) Provide oversight of internal and external audit processes and communications, as appropriate, with management.
- b) The Audit Committee shall be composed of no fewer than three, but not more than seven, independent members. An independent audit committee member is described as follows:
 - 1) is not and has not been employed in an executive capacity of the Council for at least five years prior to appointment to the Audit Committee;
 - 2) is not a significant advisor or consultant to the Council, nor affiliated with any firm that is;
 - 3) is not affiliated with a significant supplier to the Council;
 - 4) is not a spouse, parent, sibling, child or in-law of any person described in 1) through 3) or of any member of management.
- c) The Audit Committee should have access to financial expertise with experience in reviewing and analyzing financial statements. This expertise may be provided by one member of the committee or collectively among committee members.
- d) Not more than half of the Audit Committee members shall be simultaneously serving on the Finance Committee.
- e) The Board Chair shall appoint one member of the Audit Committee as chairperson.

- f) The Treasurer shall be an ex-officio member of the Audit Committee and shall not serve as the chair of the committee.
- g) The Finance Committee chair may be a member of the Audit Committee, but shall not serve as the chair of the committee.

Section 5.5 Other Committees

The Board may designate such other standing committee, special committees, and/or task groups as the Board shall deem necessary or appropriate. Once formed, the Board Chair shall appoint one or more Directors and/or others to serve any such committee. Any such committee shall have the authority designated in the resolution establishing such committee. Notwithstanding the foregoing, no committee shall have authority to:

- (a) Authorize distributions of assets;
- (b) Elect, appoint, or remove any Director;
- (c) Amend the articles of incorporation;
- (d) Adopt, amend or rescind these bylaws;
- (e) Approve a plan of merger; or
- (f) Approve a sale, lease, exchange, or other distribution of any of the Council's property.

Ad-Hoc committees of the Board may be appointed by the Board Chair as deemed appropriate from time to time for any duration so desired. The Board Chair shall designate the responsibility and charge of such committees. In the appointment of any such committee, the Board Chair shall designate the chair of the committee to serve in that role.

Article VI **Partial Terms**

An individual who has served more than half of a specific term in an elected or appointed position (including as an officer, committee member, or member of the Board of Directors), shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that position or another position.

Article VII **National Council Delegates**

The delegates and alternate delegates whom the Council is entitled to elect to the National Council of GSUSA shall be registered members of GSUSA and shall be elected by the Board of Directors in accordance with the requirements of the Constitution of GSUSA, as in effect at the time of the election. This vote may take place via execution and submission of the requisite ballot through First Class US Postal Service Mail, electronically, and/or at a meeting of the Board.

The Board Chair shall fill delegate vacancies from among the persons elected to become alternate delegates should a vacancy occur. If there be no such persons, the Board of Directors, or the Board Chair in the absence of a meeting of the Board of Directors, shall have the power to fill vacancies among the delegates for the remainder of the term.

Delegates and alternate delegates to the National Council must meet the requirements

specified by GSUSA from time to time; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected and qualified.

Article VIII
Fiscal Responsibilities of the Board of Directors

Section 8.1 Fiscal Year:

The fiscal year of the Council shall be October 1 through September 30 of each year, unless otherwise determined by the Board of Directors.

Section 8.2 Contributions:

Any contributions, bequests and gifts made to the Council shall be accepted or collected only as authorized by resolution of the Board of Directors. Guidelines for accepting contributions shall be established by the Board of Directors.

Section 8.3 Depositories:

All funds of the Council shall be deposited to the credit of the Council under such conditions and in such financial institutions as shall be designated by the Board of Directors. Funds of the Council may be invested in accordance with the direction of the Board of Directors, or any committee of the Board of Directors appointed for such purpose, 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 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.

Section 8.4 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.

Section 8.5 Budget:

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.

Section 8.6 Audits:

A certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A written report of this examination shall be submitted to the Board of Directors and to GSUSA.

Section 8.7 Financial Reports:

A summary report of the financial operations of the Council shall be made at least annually to the public, in such form as the Board of Directors shall prescribe, and as required by law.

Section 8.8 Legal Counsel:

Girl Scouts of the Green and White Mountains
Amendments approved by Board of Directors, 1/11/24

Independent legal counsel should be retained by the Board of Directors to: ensure compliance with federal and state requirements; review and advise on any, and all, legal instruments the Council executes that are material to the operations of the Council; and, at the discretion of the Board Chair or CEO, review and advise on any official statements developed for the media (print, digital or electronic).

Article IX **Amendments**

These bylaws may be amended by a two-thirds vote of all the current voting members of the Board of Directors at any meeting of the Board, provided that the proposed amendment shall have been included in the notice of the meeting.

Article X **Indemnification and Insurance**

The Council shall purchase and keep in place at all times' appropriate policies of insurance in such amounts as to reasonably protect the interests of the Council including but not limited coverage for its assets, operations and potential liabilities. The Council shall maintain Blanket Employee Dishonesty Coverage in amounts set forth by resolution of the Board of Directors.

To the fullest extent permitted by New Hampshire law, the Council shall indemnify any director or officer of the Council against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer of the corporation and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith. The Council must have a reasonable belief that the individual acted reasonably and in good faith.

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of Members or disinterested directors of the Council or otherwise both as to any action in their official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee of the Council or engaged in any other enterprise at the request of the Council and shall inure to the benefit of the heirs, executors and administrators of such person.

The Council shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the Council, or who is or was serving at the request of the Council as a director, officer, employee or agent or any other capacity in another Council, or a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article X.

Article XI
Severability

If any provision of these bylaws is declared invalid and of no further force and effect by a court of competent jurisdiction, the other provision of these bylaws shall remain in full force and effect.