

**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 the Girl Scouts of the United States of America. 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 Board appointed Committees and Task Groups (see Article V).

### Section 3.2 Composition:

The Board of Directors shall consist of:

- a) the President, Vice Presidents, Secretary and Treasurer of the Council, ex officio, who shall serve as voting members;
- b) the Chief Executive Officer, ex officio, who shall serve as a non-voting member;
- c) the chair of the Governance Committee, ex officio, who shall serve as a voting member;
- d) at least two (2) girl members, 14 years of age or older, who shall serve as non-voting representatives and shall be appointed by the President; and
- e) not fewer than 9 and not more than 12 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.

### 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 either for the unexpired term or 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 six (6) times per year, including the Annual Meeting. Notice of date, time, and place of the meeting shall be mailed or sent through agreed upon electronic means to each Director not fewer than seven (7) days before the meeting.

### Section 3.7 Special Meetings:

Special meetings may be called by the President at any time. A special meeting shall also be called by the President upon the written request of 25 percent (25%) of the Directors. 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 President, 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 if such notice is delivered in writing by mail to her/his address as it appears upon the books of the Council or agreed upon electronic means. 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 percent (50%) of the current members of the Board of Directors, plus two (2) members beyond such 50%, shall be present in person or through an agreed upon electronic means to constitute a quorum for the transaction of business, unless there are vacancies on the Board of Directors, in which case a majority of the directors serving shall constitute a quorum.

### 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 Non-Participating Board Members:

Any member of the Board of Directors who is absent from three (3) consecutive meetings of the entire Board of Directors, or three (3) meetings of the entire Board of Directors in one term year, 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.

### 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 total voting membership of the Board of Directors.

### Section 3.12 Resignation:

Any Director may resign at any time by giving written notice to the President 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.

### Section 3.14 Board Meetings Other Than in Person:

- a) Meetings by Telephone: Members of the Board may participate in a scheduled meeting by means of conference telephone or similar communications 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, (ii) votes against such action, or (iii) abstains from voting and waives the right to demand that notice of a meeting be given or that a meeting be held. Action may be taken under this subsection only if two-thirds of the Board members then in office affirmatively vote for 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 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 displaying the Director's written signature. 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 proxies shall not be permitted.

## Article IV Officers

### Section 4.1 Numbers and Titles:

The officers of the Council shall include the President; the First and Second Vice Presidents; the Secretary; the Treasurer; and the Chief Executive Officer, who shall serve ex-officio without privilege of vote. The officers shall be voting members of the Board of Directors.

### Section 4.2 Election, Term, and Vacancies of Officers:

- a) The President, Vice Presidents, 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.
- 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, acting upon the recommendation of the Governance Committee.
- c) The Chief Executive Officer shall be appointed by the Board of Directors upon recommendation of the President to hold office at the pleasure of the Board of Directors.

### Section 4.3 Duties:

- a) President: The President, also referred to as the Chair of the Board of Directors, shall be the chief corporate officer of the Council and shall preside at meetings of the corporation, the Board of Directors and the Executive Committee. The President shall be responsible for seeing that the lines of direction given by the Board of Directors are carried into effect, and for reporting to the Board of Directors on the conduct of the affairs of the Council. The President shall be ex-officio a member of all committees and task groups established by the Board of Directors, and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these bylaws.
- b) Vice Presidents: In the temporary absence or disability of the President, the Vice Presidents in order of their rank shall carry out the duties of the President, including without limitation presiding at meetings of the corporation and of the Board of Directors. The Vice Presidents shall have such other powers and perform such other duties as may be assigned by the President.

- c) Secretary: The Secretary shall be responsible for seeing that notices are issued of all meetings of the Board of Directors, and shall see that minutes of such meetings are maintained. 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 incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President.
- d) Treasurer: The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the corporation; 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 President. The Treasurer shall be an ex-officio member of the Finance Committee and the Audit Committee.
- e) Chief Executive Officer: The Chief Executive Officer of the Council shall be responsible for providing advice and assistance to the Board of Directors, the President and other officers, and the committees and task groups; and shall be responsible for managing the operations of the Council. The Chief Executive Officer shall have such other powers and perform such other duties as may be provided by the Board of Directors through the President. The Chief Executive Officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors. The Chief Executive Officer shall have the authority to appoint and release all operational volunteers in accordance with policies adopted by the Board of Directors.

#### 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 total voting membership of the Board of Directors.

### Article V - Committees

#### Section 5.1 General Provisions

- a) Non-Participating Committee Members: Any member of a Board appointed Committee who is absent from three (3) consecutive committee meetings 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 where set forth in the following provisions, the Board may establish any requirements for the governance 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.

## Section 5.2 Governance Committee

### a) Composition:

The Governance Committee shall consist of at least five (5) members but no more than nine (9) members, of whom at least two (2), but no more than three (3) shall be elected from among the members of the Board of Directors.

### 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. 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 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 corporation.

### c) Selection and Term of Chair:

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

### d) Quorum:

A majority of the members of the Governance Committee shall be present in person or through an agreed upon electronic means, to constitute a quorum for the transaction of business.

### e) Responsibilities:

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 governance responsibilities of the Board.

The Governance Committee shall present to the Board at the annual meeting a single slate of:

- a. nominees for officers of the Council;
- b. nominees for Members-at-large of the Board of Directors; and
- c. nominees for members of the Council Board Development 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.

- f) Registered members 14 years of age or older may make nominations by written notice, provided that the eligibility of any individual so nominated has been established and is in accordance with these bylaws, and the written consent of such individual has been secured. This notice, with the written consent of the nominee(s) attached, must be filed with the chair of the Governance Committee at least ten (10) days before the annual meeting. The Governance Committee shall interview and assess such nominees in accordance with section 5.2 e).
- g) 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.
- h) 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.
- i) 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.

The Governance Committee shall 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, advisory councils or other bodies as deemed appropriate.

j) Notice of Meetings:

Notice of date, time, and place of Governance Committee Meetings shall be mailed or sent by agreed upon electronic means to each member not fewer than seven (7) days before the meeting.

### Section 5.3 Executive Committee

a) Composition:

There shall be an Executive Committee, which shall consist of the officers of the Council and three (3) additional members of the Board of Directors elected by the Board of Directors from among its members for a term of one year and the Chief Executive Officer who shall serve without vote. The President of the Council shall be the chair of the Executive Committee.

b) Responsibilities:

The Executive Committee shall have and exercise such powers and perform such duties as are specifically prescribed by these bylaws or are delegated to such committee by the Board of Directors. The Executive Committee shall have the power to transact all regular business of the Council during the intervals between meetings of the Board of Directors, subject to any prior limitations imposed by the Board of Directors, these bylaws, or applicable law. Notwithstanding the foregoing, the Executive Committee shall not have the power to adopt the budget or take any action which is contrary to or a substantial departure from the directions established by the Board of Directors or which represents a major change in the affairs, business, or policy of the Council. In addition, the Executive Committee shall not authorize any action which will obligate the Council for an amount in excess of that amount which is established from time to time by the Board of Directors. Minutes of the Executive Committee meetings shall be submitted to the Board of Directors, and its actions shall be subject to approval or disapproval at the next regular meeting of the Board of Directors.

c) Meetings:

Meetings of the Executive Committee shall be called by the President and shall be held at such times as shall be deemed necessary to transact business at hand. Notice of time, place, and purpose of the meeting shall be given each member of the Executive Committee not less than two (2) days before the meeting. Such notice may be given in person or by mail or telephone or agreed upon electronic means.

d) Quorum:

A majority of the current members of the Executive Committee must be present in person or through an agreed upon electronic means to constitute a quorum for the transaction of business. For the purposes of an Executive Committee meeting, a person shall be deemed present if she or he participates through the use of any means of communication, including conference telephone call, by which all participants may simultaneously communicate with each other throughout the meeting.

## Section 5.4 Advisory Committees and Task Groups

a) Purpose:

The Board will establish Regional Advisory Task Groups that meet at least semi-annually to serve as the Council's principal presence in key geographic areas that it serves. In addition, the Board may from time to time establish Topical Advisory Task Groups that serve to provide advice and direction on key strategic topics identified by the Board of Directors. Regional and Topical Advisors advance the mission and goals of the Council.

b) Appointment and Composition:

Regional Advisors shall be selected from each geographic region for service on the Regional Advisory Committee for such region. Each Regional Advisory Committee shall present Regional Advisor nominees to be voted upon by the Board of Directors at a meeting of the Board held annually. The Governance Committee may also present nominees for consideration and vote.

Topical Advisors shall be selected from throughout the Council based upon their technical expertise or interest in advancing the Mission of Girl Scouting and the strategic topic being discussed, and shall be appointed by the Board of Directors.

The President shall appoint a Chairperson of any Advisory Committee or Task Group from amongst the members.

c) Terms:

Regional and Topical Advisors shall serve for no longer than six (6) years total on any Advisory Committee. The length of term for service shall be established by the Board of Directors in establishing the Advisory Board.

d) Removal:

Any Regional Advisor may be removed upon recommendation of the applicable Regional Advisory Committee with or without cause at a meeting of the applicable Regional Advisory Committee and a simple majority vote by the Board of Directors.

e) Authority:

Regional and Topical Advisory Committees and Task Groups are advisory to the Board of Directors, the President, and the staff. The Advisory Committees and Task Groups shall have no distinct corporate status and no separate bylaws. Members of the Advisory Committees and Task Groups may be appointed by the Board of Directors to serve as members of certain Committees of the Council.

## 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 President 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 article 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 President as from time to time deemed appropriate for any duration so desired. The President shall designate the responsibility and charge of such committees. In the appointment of any such committee, the President shall designate the chair of the committee to serve in that role. Ad-Hoc Committee members need not be members of the Board.

## **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 Girl Scouts of the United States of America shall be elected by the Board of Directors in accordance with the requirements of the Constitution of Girl Scouts of the USA, 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 and/or at a meeting of the Board.

The President 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 President 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 the Girl Scouts of the United States of America 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, providing they remain registered members through the Council.

**Article VIII**  
**Fiscal Responsibilities of the Board of Directors**

**Section 10.1 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 10.2 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 10.3 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 10.4 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 10.5 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 10.6 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 written report of this examination shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

### Section 10.7 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 10.8 Legal Counsel:

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 President or Chief Executive Officer, review and advise on any official statements developed for the media (print, television, or radio).

### Article XI

#### Amendments

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

### Article XII

#### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council Board of Directors, subject to applicable law, the articles of incorporation, these bylaws, and any special rules of order adopted by the Council. The Board of Directors may establish rules and procedures for the governing of Board Committees and Task Groups.

### Article XI

#### Indemnification and Insurance

The Council shall purchase and keep current at all times appropriate insurance to protect the interests of the Council to include its operations and potential liability. The council shall maintain Blanket Employee Dishonesty Coverage in amounts set forth by resolution of the Board of Directors.

To the full extent permitted by New Hampshire law, the corporation shall indemnify any director or officer of the corporation 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 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 corporation or otherwise both as to any action in his or her 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 corporation or engaged in any other enterprise at the request of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation 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 corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent or any other capacity in another corporation, 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 XI.

## **Article XII** **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.