

**AMENDED AND RESTATED  
BYLAWS OF  
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.  
JANUARY 28, 2017**

**TABLE OF CONTENTS**

ARTICLE I – THE COUNCIL

1. CORPORATION
2. VOTING MEMBERSHIP
3. ELECTION AND TERM OF DELEGATES
4. RESPONSIBILITIES
5. ANNUAL MEETING
6. SPECIAL MEETINGS
7. QUORUM
8. VOTING PROCEDURES
9. MINUTES COMMITTEE

ARTICLE II – PARTIAL TERMS

ARTICLE III – OFFICERS

1. NUMBER AND TITLE
2. ELECTION, TERM, AND VACANCIES
3. DUTIES
4. REMOVAL

ARTICLE IV – BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES
2. COMPOSITION
3. ELECTION AND TERMS
4. VACANCIES
5. REGULAR MEETINGS
6. SPECIAL MEETINGS
7. QUORUM
8. ATTENDANCE
9. REMOVAL

ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

1. ESTABLISHMENT
2. COMPOSITION AND APPOINTMENT

ARTICLE VI – EXECUTIVE COMMITTEE

1. COMPOSITION
2. RESPONSIBILITIES
3. MEETINGS
4. QUORUM
5. CONSENT IN LIEU OF MEETING

ARTICLE VII – DELEGATE SYSTEM

1. GEOGRAPHIC SUBDIVISIONS FOR THE DELEGATE SYSTEM
2. MEMBERSHIP
3. SERVICE UNIT RESPONSIBILITIES FOR THE DELEGATE SYSTEM
4. MEETINGS

ARTICLE VIII – NATIONAL COUNCIL DELEGATES

ARTICLE IX – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. FISCAL YEAR
2. CONTRIBUTIONS
3. DEPOSITORIES
4. APPROVED SIGNATURES
5. BONDING
6. BUDGET
7. AUDITS
8. PROPERTY
9. FINANCIAL REPORTS
10. INVESTMENTS
11. INDEMNIFICATION
12. LEGAL COUNSEL

ARTICLE X – PARLIAMENTARY AUTHORITY

ARTICLE XI – AMENDMENTS

**AMENDED AND RESTATED  
BYLAWS OF  
GIRL SCOUTS OF GULFCOAST FLORIDA, INC.**

**ARTICLE I – THE COUNCIL**

1. CORPORATION. The name of this corporation shall be Girl Scouts of Gulfcoast Florida, Inc. which may be referred to herein as "the Council."
2. VOTING MEMBERSHIP. The voting members of Girl Scouts of Gulfcoast Florida, Inc. shall be registered members of the Girl Scout Movement, 14 years of age or older who are:
  - a. delegates elected by each service unit;
  - b. members of the Board of Directors, National Council Delegates except staff who serve without vote;
  - c. Past Presidents of the Council who are members ex-officio, or
  - d. girl members who are currently serving on the Board of Directors.

The total number of voting members shall not be less than 100. At least two-thirds of the voting members must be elected by the service units. All voting members shall hold membership only for the term to which they have been elected, and only for as long as they are and remain registered members of the Council.

3. ELECTION AND TERM OF DELEGATES. Each service unit shall be entitled to elect delegates, and alternates to become delegates should vacancies occur, based on girl membership as of June 30th each year according to the following formula: two delegates from each service unit and an additional delegate for each 100 registered girls in that service unit. To be elected, delegates must be registered Girl Scouts, through the service unit and the Council, 14 years of age or older; and shall be elected for a term of one year or until their successors are elected, and shall serve no more than three consecutive terms.
4. RESPONSIBILITIES. The voting members of the Council shall:
  - a. elect the officers, the members-at-large of the Board of Directors and the delegates and alternates to the National Council of Girl Scouts of the United States of America;
  - b. provide input for Girl Scouting in the Council by receiving and responding to reports and information from the Board of Directors about major policy decisions and helping to set strategic direction;
  - c. amend the Articles of Incorporation and Bylaws;
  - d. take all other action requiring membership vote; and,
  - e. conduct such other business as may come before the voting members.
5. ANNUAL MEETING. An Annual Meeting of the Council shall be held no later than five months after the fiscal year end September 30, at such time and place as may be determined by the Board of Directors. Written notice of time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws shall be given personally, mailed, or electronically transmitted to each voting member of the Council not more than 45 and not less than 30 days before the meeting.

Throughout this document: "Mailed" is defined as the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services. "Electronic transmission" or "electronically transmitted" is defined as any process of communication, including e-mail, or other currently acceptable means of delivery, not directly involved in the physical transfer of paper, which is suitable for retention, retrieval and reproduction of information by the recipient.

6. SPECIAL MEETINGS. Special meetings of the Council:

- a. may be called by the President; or
- b. shall be called by the President within 14 days, upon written request of two-thirds of the members of the Board of Directors; or
- c. shall be called by the President within 14 days, upon written request of 25 percent of the voting membership, provided that at least a majority of the service units are represented.

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, except in the case of an emergency. Notice of time, place, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to the voting member's address as it appears in the Council records, or to the address last made known in writing to the Council by the voting member. Notice must be given not less than ten days before the meeting.

7. QUORUM. Twenty-five percent of the voting members of the Council shall be present to constitute a quorum for the transaction of business, provided that a majority of service units have at least one elected delegate present at each meeting.

8. VOTING PROCEDURES. Each voting member of the Council present in person shall be entitled to one vote.

- a. Elections. Election shall be by ballot when there is more than one nominee for any vacancy and may be by voice or other means when there is a single nominee. A plurality of votes cast shall elect.
- b. Nominations from the Floor. Nominations for any of the elected positions may be made from the floor at the Annual Meeting provided:
  - i. the individual to be nominated has consented in writing to serve if elected;
  - ii. the nomination has been submitted in writing to the chair of the Board Development Committee, or her/his designee, at least seventy-two (72) hours before the convening of the annual meeting;
  - iii. the individual meets the qualifications for the office for which she/he is being nominated.
- c. Other Voting Matters. All other matters shall be determined by a majority vote of the voting members present in person and voting, unless otherwise provided by law, these Bylaws, or parliamentary authority.

9. MINUTES COMMITTEE. A committee of three, one of whom shall be the Secretary, shall be appointed at the Annual Meeting by the President to approve the minutes of the Annual Meeting. The Secretary shall serve as the Chair of the Minutes Committee. The Secretary shall send a draft of the minutes to the President and the appointed Committee members within 45 days following the Annual Meeting. Each Committee member shall correct and return the draft to the Secretary within 20 days after receipt of the draft. It shall be the duty of the Secretary to compile all corrections to the draft within 30 days, and sign the final minutes indicating approval.

## **ARTICLE II – PARTIAL TERMS**

A person who has served more than half of a specific term in an office (elected or appointed), 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 III – OFFICERS**

1. **NUMBER AND TITLE.** The elected officers of the Council shall be President, Vice President, Secretary, and Treasurer. The Chief Executive Officer shall be an ex-officio officer, who shall serve without a vote.
2. **ELECTION, TERM, AND VACANCIES.**
  - a. The President, Vice President, Secretary, and Treasurer shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms in any one or more of these offices. However, regardless of the number of consecutive terms any person shall have served in any one or more of these offices, other than that of the President, such person shall be eligible to serve three consecutive terms as President. A vacancy among the officers, other than the President, shall be filled by the Board of Directors for the remainder of the unexpired term. In the case of a permanent vacancy in the office of President, the Vice President will fill the remainder of the unexpired term. If the Vice President is unable to fill the remainder of the unexpired term, the order of succession will then be the Secretary, followed by the Treasurer.

Terms of office shall begin at the close of the Annual Meeting at which elections are held.
  - b. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure.
3. **DUTIES.** The duties of the officers shall be as follows:
  - a. The President shall be the chief elected corporate officer of the Council and shall preside at all meetings of the Council, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the input given by the voting members of the Council and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The President shall be an ex-officio member of all appointed 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. The Vice President shall have such powers and perform such duties as may be assigned by the President. In the temporary absence or disability of the President, the Vice President shall perform the duties of the President.
  - c. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council, the Board of Directors, and the Executive Committee, and shall see that minutes of such meetings are kept. 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 or Board of Directors. The Secretary shall be a member of the Minutes Committee for council meetings and shall serve as its Chair. The Secretary shall be a member of the Bylaws Task Group, if such a committee is established by the Board of Directors.

- d. 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 Council. The Treasurer shall exercise the power and perform such 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 or Board of Directors. The Treasurer shall be a member of the Finance Committee, and the Audit Committee, if such committees are established by the Board of Directors.
  - e. In addition to the above, each officer shall perform such other duties as may be provided by the President or Board of Directors.
  - f. The Chief Executive Officer shall be the chief administrator of the Council; shall be responsible for providing advice and assistance to the Council, the Board of Directors, the President and other officers, and the committees and task groups; and shall be responsible for managing the total 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.
  - g. 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.
4. REMOVAL. An elected officer may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors.

#### **ARTICLE IV – BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES. The corporate business and affairs of the Council shall be governed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Articles of Incorporation.

The Board of Directors is accountable to:

- a. the elected membership for governing the affairs of the Council, and none of its actions shall conflict with the actions taken by the Council;
  - b. the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
  - c. the corporate laws of the State of Florida; and
  - d. the federal government in matters relating to legislation affecting not-for-profit and non-stock organizations.
2. COMPOSITION. The Board of Directors shall consist of the officers of the Council and not to exceed 16 directors who are members-at-large. All elected directors must be 18 years of age or older, with the exception of one Girl member who may be 15 years of age or older. In addition, the Board of Directors may appoint two girl members, 14 years of age or older, who shall serve as representatives without the right to vote or make motions. The Chief Executive Officer shall be an ex-officio member of the Board of Directors and shall serve without vote.
3. ELECTION AND TERM. The members-at-large shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than three consecutive terms. Terms of office shall begin at the close of the Annual Meeting at which the elections are held. The term of office of at least one-half minus one of the members-at-large 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, such person shall be eligible to be a member of the Board of Directors when serving as an officer. Having served as an officer shall not preclude that member from serving as a member-at-large of the Board of Directors.

4. **VACANCIES.** Unless an earlier date is provided, a resignation shall be effective immediately prior to the commencement of the next meeting of the Board of Directors. Except as provided in Article IV, Section 2, of these Bylaws, vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, or otherwise, shall, according to the laws of the State of Florida for filling vacancies, be filled for the remainder of the unexpired term by a majority vote of the remaining Board of Directors then in office.
5. **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 no less than four times each year. Notice of time and place of the meeting shall be given personally, by mail, or by electronic means to each member of the Board of Directors not less than ten days prior to the meeting.
6. **SPECIAL MEETINGS.**
  - a. A special meeting may be called by the President and the purpose of the meeting shall be stated in writing with the request. Each member of the Board of Directors shall be notified personally, by mail, or by electronic transmission not less than two days prior to the meeting and the notice shall include time, place, and purpose for the meeting. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency.
  - b. A special meeting shall be called by the President upon written request of 25 percent of the Board of Directors and the purpose of the meeting shall be stated in writing with the request. Each member of the Board of Directors shall be notified personally, by mail, or by electronic transmission not less than two days prior to the meeting and the notice shall include time, place, and purpose for the meeting. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency.
7. **QUORUM.** A majority of the voting members of the Board of Directors then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
8. **ATTENDANCE.** Attendance at all regularly scheduled meetings of the Board of Directors is required. Members who are absent from three regularly scheduled meetings of the Board of Directors during the term of their office without explanatory notification to the Council office shall be considered to have resigned and, upon approval by a majority of the members present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.
9. **REMOVAL.** A member of the Board of Directors may be removed, with or without cause, by a two-thirds vote of the Board of Directors present and voting at any meeting.

#### **ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS**

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 President shall appoint the Chairs and members of the committees and/or task groups with the approval of the Board of Directors.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

1. **COMPOSITION.** The Executive Committee shall include the elected officers of the Council as members and three or more members-at-large from the Board of Directors appointed by the President with the approval of the Board of Directors. The Chief Executive Officer shall serve as an ex-officio member without vote. The President shall be the Chair of the Executive Committee.
2. **RESPONSIBILITIES.** The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between meetings of the Board of Directors, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the Board of Directors or which represents a major change in the affairs, business, or policy of the Council. The Executive Committee shall submit reports to the Board of Directors on actions taken.
3. **MEETINGS.** Meetings of the Executive Committee shall be called by the President. Notice of time, place, and purpose of the meeting shall be given personally, by mail, or by electronic transmission to each member of the Executive Committee not less than two days prior to the meeting.
4. **QUORUM.** Six voting members of the Executive Committee then in office who are present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
5. **CONSENT IN LIEU OF MEETING.** Action to be taken at an executive committee meeting may be taken without a meeting if the action is taken by all members of the executive committee. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **ARTICLE VII – DELEGATE SYSTEM**

1. **GEOGRAPHIC SUBDIVISIONS FOR THE DELEGATE SYSTEM.** The Board of Directors shall establish within the Council's jurisdiction geographic subdivisions called service units to provide the structure for the election of delegates and for policy-influencing, which provides for membership participation in the activities and business of the Council.
2. **MEMBERSHIP.** The membership of the service units shall be each active registered member of the Council 14 years of age or older, and residing, working, or volunteering within the service unit.
3. **SERVICE UNIT RESPONSIBILITIES FOR THE DELEGATE SYSTEM.**
  - a. To elect delegates and alternates from among the members of the service unit;
  - b. To present views of the service unit to the delegates for referral to the Board of Directors and to receive delegates' reports;
  - c. To consider proposed plans, policies, and other matters referred to the service unit by the Board of Directors;
  - d. To submit proposals to the Board of Directors to enhance and improve the girl and adult member experience.



4. MEETINGS. The service units shall meet to fulfill the duties of the delegate system at least once each year, within a time cycle determined by the Board of Directors. The meeting shall be convened by the President. Notice of the time, place, and agenda for meetings related to the delegate system shall be given personally, by mail, or by electronic transmission to each delegate of the service unit not less than ten days before the meeting.

### **ARTICLE VIII – NATIONAL COUNCIL DELEGATES**

The delegates and alternates 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 voting members of the Council at a meeting held within the time frame established by the Girl Scouts of the United State of America. The Board of Directors, or the President in the absence of a meeting of the Board of Directors, shall fill National Council Delegate vacancies from among the alternates elected to fill vacancies. If there are no such alternates, 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 until the next meeting of the Council. National Council Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are 14 years of age or older and who are registered through the Council with Girl Scouts of the United States of America; and shall serve for a term of three years from the date of their election, or until their successors are elected.

### **ARTICLE IX – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

1. FISCAL YEAR. The fiscal year of the Council shall be the membership year of October 1 through September 30.
2. CONTRIBUTIONS. Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.
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.
4. APPROVED SIGNATURES. Approvals for signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the Board of Directors.
5. BONDING. All persons having access to or major responsibilities for the handling of money and securities of the Council shall be bonded in the amount authorized by the Board of Directors.
6. 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.
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 Council. 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 of all property shall be held in the name of Girl Scouts of Gulfcoast Florida, Inc.
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. INVESTMENTS. The Council shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. INDEMNIFICATION. The Council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.
12. LEGAL COUNSEL. Independent legal counsel may be retained by the Council to: ensure compliance with federal and state requirements; advise on issues of risk management and litigation, and review and advise on legal instruments the Council executes, such as leases, contracts, property purchase, or sale

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, in its most recent revision, shall be parliamentary authority governing the meetings of the Council, Board of Directors, service units, and all committees, subject to the laws of the State of Florida, the Articles of Incorporation, and these Bylaws.

#### **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the voting 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 1962  
Revised April 1999  
Amended and Restated April 2000  
Amended and Restated April 2004  
Amended and Restated April 2008  
Revised December 2008  
Amended and Restated January 2012  
Amended and Restated January 2017