

**BYLAWS OF GIRL SCOUTS OF GULFCOAST FLORIDA, INC.  
A COUNCIL OF THE GIRL SCOUTS OF THE UNITED STATES OF AMERICA**

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**ARTICLE I – NAME**

The name of this corporation shall be Girl Scouts of Gulfcoast Florida, Inc. which may be referred to herein as "the Council."

**ARTICLE II – PURPOSE**

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

**ARTICLE III – MEMBERSHIP**

**Section I: Composition**

- A. The following individuals shall be Voting Members of the Council:
1. Delegates elected by each service unit;
  2. Members of the Board of Directors;
  3. National Council Delegates (except staff who serve without vote);
  4. Girl members who are currently serving on the Board of Directors.

B. A majority of the Voting Members shall be delegates elected by Service Units.

**Section 2: Eligibility**

Individuals ages 14 and over who are members of the Girl Scouts of the United States of America and who are currently registered through and in good standing with the Council are eligible to be Voting Members. Voting Members must be registered Girl Scouts by October 1.

**Section 3: Delegates**

A. Procedure

Each service unit shall elect delegates and alternate delegates to the Council annually. The Board of Directors may also appoint at-large delegates to ensure that the diversity of the Council is represented.

B. Number

1. Each service unit is entitled to elect 2 delegates and 2 alternates. No two service unit delegates or alternates may be members of the same household.
2. The Board of Directors may appoint up to six (6) at-large delegates to ensure that the diversity of the Council is represented. The appointment of delegates shall not result in more than 1 additional delegate and 1 additional alternate per service unit.

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**C. Terms and Vacancies**

1. Service unit delegates and alternates shall serve for a term of one year or until their successors are elected and assume office.
2. At-large delegates shall serve for a term of one year or until their successors are elected and assume office.
3. Delegate vacancies shall be filled first by alternate delegates, and if an alternate delegate is not available, the Board of Directors may fill the vacancy.
4. Delegates may not serve more than three consecutive terms.
5. Delegates who have served more than half of a specific term shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms.

**D. Responsibilities**

1. 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;
2. 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;
3. Amend the Articles of Incorporation and Bylaws;
4. Take all other action requiring membership vote; and,
5. Conduct such other business as may come before the voting members.

**ARTICLE IV – MEETINGS**

**Section 1. Annual Meeting**

- A. 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 or digital platform as may be determined by the Board of Directors.
- B. Notice of the date, time, place or digital platform, and purpose of the Annual Meeting, accompanied by a proposed agenda, Board Development Committee nominations, and any proposed amendments to these Bylaws shall be given to each voting member in person, by mail, or electronically, or published on the Council website not more than 45 days nor less than 10 days before the Annual Meeting. Notice may be given by physical or electronic transmission. Attendance at the meeting without objection shall constitute waiver of improper notice of the meeting.
- C. At the Annual Meeting, voting members may fulfill their responsibilities as described in Article III, Section 3.,D.

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- D. The quorum for the Annual Meeting shall be twenty-five (25) percent of the Voting Members of the Council present in person, or linked by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, and provided that a majority of service units has at least one elected delegate present at the meeting.
- E. Each Voting Member present at the Annual Meeting, either in person or by approved electronic means, shall be entitled to one vote. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters at the Annual Meeting shall be determined by a majority of votes cast. Proxy voting is not permitted.
- F. Elections 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.
- G. Nominations for any of the elected positions may be made at the Annual Meeting provided:
  - 1. The individual to be nominated has consented in writing to serve if elected;
  - 2. The nomination has been submitted in writing to the President of the Board, or designee, at least ten (10) days before the convening of the Annual Meeting;
  - 3. The individual meets the qualifications for the office for which they are being nominated.
- H. 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.

**Section 2. Special Meetings**

- A. A Special Meeting of the Council:
  - 1. May be called by the President of the Board; or
  - 2. Shall be called by the President within 14 days, upon written request of two-thirds of the members of the Board of Directors; or
  - 3. 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.
- B. 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.

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- C. Notice of time, place or digital platform, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to the Voting Members, 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.
- D. The quorum for a special meeting shall be 25% of the Voting Members of the Council present in person, or linked by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings.
- E. Each Voting Member present at a Special Meeting, either in person or by approved electronic means, shall be entitled to one vote. Unless otherwise required by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters at a Special Meeting shall be determined by a majority of votes cast. Proxy voting is not permitted.

**ARTICLE V: OFFICERS**

**Section 1: Titles**

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.

**Section 2: Election, Terms, 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.
  - 1. No officer shall serve for more than three consecutive terms in any one or more of these offices.
  - 2. Terms of office shall begin at the close of the Annual Meeting at which elections are held.
  - 3. Officers who have served more than half of a specific term shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms.
  - 4. 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.
- B. 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.

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- C. The Chief Executive Officer shall be appointed by the Board of Directors and shall hold office at its pleasure. Unless the Board of Directors directs otherwise, the CEO shall be the official spokesperson for the Council.

**Section 3: Duties and Responsibilities**

- 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 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

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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 through the President.

- 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.

**Section 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 VI: BOARD OF DIRECTORS**

**Section 1: Composition**

The Board of Directors shall consist of the officers of the Council and not to exceed 15 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.

**Section 2: Election, Terms, and Vacancies**

- A. 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.
- B. Terms shall be further defined by the following:
- 1 Terms of office shall begin at the close of the Annual Meeting at which the elections are held;
  2. 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;
  3. 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;
  4. Having served as an officer shall not preclude that member from serving as a member-at-large of the Board of Directors; and
  5. Members-at-large who have served more than half of a specific term shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms.



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- B. 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. 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.

**Section 3: Power, Responsibilities, and Accountability**

- A. The Board of Directors shall govern the corporate business and affairs of the Council, except as may be otherwise provided in these Bylaws or the Articles of Incorporation.
- B. The Board of Directors is accountable to:
  - 1. The State of Florida for adherence to Florida not-for-profit corporation law;
  - 2. The federal government, in matters including but not limited to the requirements of the Internal Revenue Service as to 501(c)(3) entities;
  - 3. Council Membership for managing the affairs of the Council, no board action shall conflict with the actions taken by the Council; and
  - 4. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

**Section 4: Compensation**

Members of the Council's Board of Directors shall not receive any compensation for their services but may receive reimbursement for expenses required to transact business on behalf of the Corporation and by its authority.

**Section 5: Regular Meetings**

Regular meetings of the Board of Directors shall be held at such time and place or via digital platform, as may be determined by resolution of the Board of Directors. The Board of Directors shall meet no less than four times each year. Notice of time, place or digital platform, and purpose 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.

**Section 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.
- 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.

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- C. 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. Notice shall include time, place or digital platform, and purpose for the meeting. Attendance at the meeting without objection shall constitute waiver of improper notice of the meeting. No business shall be transacted except that for which the meeting has been called, except in the case of an emergency.

**Section 7: Quorum**

A majority of the Board of Directors present in person or linked by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

**Section 8: Voting**

Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these Bylaws, all matters at meetings of the Board of Directors shall be determined by a majority of votes cast. Proxy voting is not permitted.

**Section 9: Unanimous Consent in Lieu of Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is given by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

**Section 10: Attendance and Removal**

- A. Attendance at all regularly scheduled meetings of the Board of Directors is required.
- B. 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.
- C. 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 VII: EXECUTIVE COMMITTEE**

**Section 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.

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**Section 2: Duties and 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 and/or minutes to the Board of Directors on actions taken.

**Section 3: Meetings**

- A. Meetings of the Executive Committee shall be called by the President or upon written request of at least two members of the Executive Committee. The purpose of the meeting shall be stated in the written request.
- B. Notice of time, place or digital platform, 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

**Section 4: Quorum**

Six voting members of the Executive Committee then in office who are present in person or linked by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, shall constitute a quorum for the transaction of business.

**Section 5: Unanimous Consent in Lieu of Meeting**

Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing, setting forth such action, is given by all members of the Executive Committee, and such written consent is filed with the report or minutes of proceedings of the Executive Committee. Such consent shall have the same force and effect as a unanimous vote.

**ARTICLE VIII: COMMITTEES AND TASK GROUPS**

**Section 1: Establishment**

The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary which shall operate under the general supervision of the Board of Directors.

**Section 2: Composition and Appointment**

- A. The President shall appoint the chairs and members of the committees and/or task groups with the approval of the Board of Directors.
- B. At least two members of any committee or task group shall be members of the Board of Directors.

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- C. Appointment to committees and task groups shall be for one year unless a different term is specified by the President.
- D. Vacancies in any committee or task group shall be filled by the President with approval of the Board of Directors.

**Section 3: Quorum**

A majority of committee or task group members present in person, or linked by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, shall constitute a quorum for the transaction of business.

**ARTICLE IX: SERVICE UNITS**

**Section 1: Geographic Subdivisions**

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.

**Section 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.

**Section 3: Responsibilities**

- 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.

**ARTICLE X: NATIONAL COUNCIL DELEGATES**

**Section 1: Eligibility**

National delegates and alternates to the National Council of the Girl Scouts of the United States of America ("National Delegates") shall be United States Citizens; shall be active members of the Girl Scout Movement in the United States of America; shall be registered through this Council as of October 1 prior to National Convention; and shall be at least 14 years of age and older.

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**Section 2: Election**

National 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. National delegates and alternates shall serve a term of three years or until their successors are elected and assume office.

**Section 3: Vacancies**

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 Council membership until the next meeting of the Council.

**ARTICLE XI: FINANCE**

**Section 1: Fiscal Year**

The fiscal year of the Council shall be the membership year of October 1 through September 30.

**Section 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.

**Section 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.

**Section 4: Loans of the Corporation**

Council may not lend money to nor guarantee any debt obligation of its directors, officers, employees, volunteers or to any corporation, firm, association, or other entity in which one or more of the aforementioned is a director or officer or holds a substantial financial interest.

**Section 5: 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.

**Section 6: 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.

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**Section 7: 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: 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.

**Section 9: Property**

The Council may acquire, own, lease, encumber, and transfer property, and use any income from the property, as necessary to carry out the purposes of the Council. Title to all property, except troop equipment, is held and authorized by the Council.

**Section 10: 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. The Council shall keep records in accordance with the requirements of GSUSA and Florida Statutes.

**Section 11: 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.

**Section 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 XII: CONFLICTS OF INTEREST**

The Board of Directors shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with their service on the board.

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**ARTICLE XIII: INDEMINFICATION**

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.

**ARTICLE XIV: PARLIAMENTARY AUTHORITY**

The meetings of the Council, the Board of Directors, service units, and all committees and task groups, shall be conducted in accordance with common practices of parliamentary procedure and orderly decision making, subject to the laws of the State of Florida, the Articles of Incorporation, and these Bylaws.

**ARTICLE XV: 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

Revised July 19, 2022