ARTICLE I – NAME

The name of the corporation shall be Girl Scouts of Gateway Council, Inc., hereinafter referred to as “Council” or “corporation”, a nonprofit/not-for-profit/non-stock/public benefit corporation organized under the laws of the State of Florida.

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 – VOTING MEMBERS

Section 1. Eligibility
Individuals age 14 years of age and over who are members of the Girl Scout Movement and who are currently registered through and in good standing with the Council are eligible to be voting members of the Council.

Section 2. Composition
A. Voting members of the corporation shall consist of:
   1. Elected members of the Board of Directors, if not otherwise voting members of the corporation;
   2. Members of the Board Development Committee, if not otherwise voting members of the corporation;
   3. Delegates elected by Communities as defined by the Board of Directors;
   4. Delegates-at-large appointed by the Board of Directors.
B. The number of members of the corporation shall be no less than 85.
C. At least two-thirds of the voting members of the corporation shall be those delegates elected by Communities.

Section 3. Election
A. Procedure. Each Community shall elect delegates and alternates in accordance with policies and procedures established by the Board of Directors.
B. Number.
   1. The number of delegates and alternates to which each Community is entitled shall be based on the number of girl members in the Communities as of September 30th of the preceding year.
   2. The number of delegates each community elects is based on membership figures. Per the formula approved by the Board of Directors, each community will be entitled to elect:
      • Two (2) delegates;
      • one (1) additional delegate for up to 2,000 girls;
      • one (1) additional delegate for every 2,000 girls thereafter.
   3. The Board of Directors serve as delegates at large for Girl Scouts of Gateway Council. The Board of Directors may appoint seven delegates-at-large to ensure that the diversity of the Council is adequately represented.
C. Term and Vacancies.

GSGC Bylaws Rev and Board Approved on 5.18.17
1. Delegates shall serve for a term of one year or until their successors are selected and assume office.
2. Delegates at-large shall serve for a term of one year or until their successors are appointed and assume office.
3. Terms of office shall begin at the close of the meeting at which delegates are selected or upon appointment.

**ARTICLE IV – OFFICERS**

**Section 1. Elected Officers**
The elected officers of the Council shall be the Chair Board, Chair Elect, Secretary/Treasurer and the immediate Past Chair.

**Section 2. Term of Office**
A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of two year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
B. Terms of office shall begin at the conclusion of the annual meeting at which they are elected and continue until a successor is elected or until earlier resignation or removal. Officers must be at least twenty-one years of age.
C. No individual shall serve more than two consecutive terms in any one office, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
D. No individual shall hold more than one office at a time.

**Section 3. Vacancy in Office**
A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the Chair Elect of the Board for the remainder of the term.
B. In the event of a vacancy in both the Chair of the Board and the Chair Elect, the Secretary/Treasurer shall fill the position of Chair of the Board for the remainder of the unexpired term.
C. A vacancy among the officers, other than the Chair of the Board, shall be filled by the Board of Directors until the next annual meeting.

**Section 4. Ex Officio Officers**
A. The Chief Executive Officer (CEO) shall be appointed by the Board of Directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.

**Section 5. Duties of Officers**
The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the Council, the Board of Directors, the Executive Committee and Chair of the Board.

A. The Chair of the Board shall:
   i. Be the principal officer of the corporation;
   ii. Preside at all meetings of the corporation, the Board of Directors, and the Executive Committee;
   iii. Lead the Board of Directors in setting strategic direction and providing oversight of the management and affairs of the corporation;
iv. Report to the voting members of the corporation as to the conduct of the affairs of the corporation; and

v. Serve as an ex officio voting member of all committees except the Board Development Committee.

B. The Chair Elect of the Board shall:
   i. Assist the Chair of the Board as assigned;
   ii. Preside at meetings of the corporation, the Board of Directors, or the Executive Committee in the absence or inability of the Chair of the board, or when delegated the responsibility of presiding; and
   iii. In the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.

C. The Secretary/Treasurer shall:
   i. See that proper notice is given for all meetings of the corporation, the Board of Directors, and the executive committee;
   ii. See that minutes of all meetings of the corporation, the Board of Directors, and the Executive Committee are kept; and
   iii. Have responsibility for the seal of the corporation and ensure its safekeeping.
   iv. Provide effective stewardship, control and oversight of the corporation’s finances;
   v. Execute directives of the Board of Directors.

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board
The Board Development Committee shall be composed of five committee members, two of whom shall be members of the Board of Directors and three of whom shall not be members of the Board of Directors, and the CEO of the Council who shall serve as an ex officio nonvoting member (and, accordingly, shall not be counted toward any quorum requirements.) Between meetings of the Council, the Board Development Committee shall work in partnership with and report to the Board of Directors.

Section 2. Election, Term, and Vacancies
A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of two year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
B. Terms of office shall begin at the conclusion of the annual meeting at which they are elected.
C. No individual shall serve more than two consecutive terms as a member of the committee.
D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
E. In the event of a vacancy in any position, including the Board Development committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term.

Section 3. Election and Term of Committee Chair
A. The chair of the Board Development Committee shall be appointed by the Chair of the Board from amongst the elected members of the Board Development Committee, but such appointment shall be subject to the approval/ratification of the Board of Directors.
B. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for appointment to the position of chair.
C. The term of office for chair shall be two year(s).
D. No individual shall serve more than two terms as chair of the committee regardless of how many years or terms the individual may be a member of the Board Development Committee.
E. An individual who shall have served a half term or more in the office shall be considered to have served a full term in the office.

F. If not already a member of the Council Board of Directors, the chair shall serve as an ex officio member of the Council Board of Directors, with all rights and responsibilities (including, but not limited to, voting rights and counting toward any quorum requirements).

Section 4. Responsibilities
The responsibilities of the Board Development Committee shall be:

A. To solicit and recruit candidates for elected positions in the Council;
B. To provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members; and
C. To provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
D. To develop in conjunction with the Board of Directors:
   i. Board orientation and education materials;
   ii. Board development materials;
   iii. Methods for identifying needed skills and talents for the Board of Directors and committees;
   iv. Methods for board succession planning; and
   v. Board self-assessment process.
E. To plan and conduct board orientation and board development training sessions as needed and/or as directed by the Board of Directors.

Section 5. Nominations from the Floor
A. Nominations for any of the elected positions may be made from the floor 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 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;
   3. The prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 6. Quorum
A majority of members of the committee shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

ARTICLE VI – MEETINGS

Section 1. Annual Meeting
A. Scheduling. The corporation shall conduct an annual meeting of the corporation in April of each year at a date, time, and place determined by the Board of Directors.
B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed amendments to these bylaws shall be given personally or mailed to each member of the corporation not more than 60 days nor less than 10 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
C. Business. At the annual meeting, the corporation shall:
i. Elect officers, directors at large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America. If the election has been held by mail ballot, the results of the election shall be announced at the annual meeting;

ii. Consider any proposed amendments to the Council bylaws;

iii. Provide input on key issues affecting the Council and the Movement; and

iv. Consider any other business appropriate to come before the corporation in accordance with the process established by the Board of Directors.

D. Quorum. The quorum for the annual meeting shall be a minimum of 22 members of the corporation present in person or linked by telecommunication if or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, provided that a majority of the Council is represented by at least two delegate(s).

E. Voting.
   i. Each member of the corporation shall be entitled to one (1) vote.
   ii. No member shall vote in more than one capacity.
   iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
   iv. Members may vote in person or by proxy. Any permitted proxy voting shall be consistent with applicable law and otherwise on such terms and conditions as may be established by the Board of Directors.

Section 2. Special Meetings

A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of a majority of the members of the Board of Directors then in office or by 22 members of the corporation. The purpose of the meeting shall be stated in the written request.

B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally or mailed to each member of the corporation at least 10 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

C. Quorum. The quorum for a special meeting shall be 22 members of the corporation present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings.

D. Voting. Voting shall be in accordance with Article VI, Section 1.E. of these bylaws.

ARTICLE VII – ELECTION PROCEDURES

Section 1. Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur by one of the methods listed below.

Section 2. The method of voting shall be at the annual meeting by members present in person, by proxy, 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.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition
The Board of Directors shall consist of the Chair Board, Chair Elect, Secretary/Treasurer and at least 10 directors-at-large one of which is the immediate Past Chair. The chair of the Board Development
Committee, if not otherwise elected to the Board of Directors, shall serve as a member of the Board of Directors. The Chief Executive Officer shall be an ex officio member of the board without vote.

Section 2. Term of Office
A. The directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of two year(s) or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
B. Terms of office shall begin at the conclusion of the annual meeting at which they are elected and continue until a successor is elected or until earlier resignation or removal.
C. The term of office of 1/3 of the directors-at-large shall expire at each annual meeting of the Council.
D. No individual shall serve more than two consecutive terms as a director-at-large.

Section 3. Vacancies
A vacancy occurring in the position of member-at-large shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability
A. Power and Authority. The Board of Directors shall have full power and authority to supervise and direct the affairs of the Council, except as otherwise provided in the Articles of Incorporation, these bylaws, or by statute.
B. Accountability. The Board of Directors is accountable to:
   i. The state of incorporation for adherence to state corporation law;
   ii. The federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of the Internal Revenue Service as to 501 (c)(3) public charities).
   iii. The Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
   iv. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;

Section 5. Regular Meetings
A. Scheduling. The Board of Directors shall hold at least five regular meetings a year at such time and place as the board may determine.
B. Notice. Notice of the date, time, and place of each board meeting shall be given personally, mailed or electronically transmitted to each member of the Board of Directors at least 14 days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
C. Quorum. A majority of the board members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.
D. Voting.
   i. Each member of the board shall be entitled to one (1) vote.
   ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
   iii. Proxy and email voting shall not be allowed for votes of the Board of Directors.

Section 6. Special Meetings
GSGC Bylaws Rev and Board Approved on 5.18.17
A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least five board members.

B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed or electronically transmitted to each member of the board at least three days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

C. Quorum. 11 board members present in person or linked by telecommunication or 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.

D. Voting.
   i. Each member of the board shall be entitled to one (1) vote.
   ii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote of the Board of Directors present at any meeting at which a quorum is present.
   iii. Email voting shall be allowed.

Section 7. Unanimous Written 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 a consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 8. Removal
A. Any board member, including officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, may be removed from the board by a majority vote of the board members present and voting at any regular meeting of the board at which a quorum is present.

B. Any board member, including officers, may be removed with or without cause by a three-fourths vote of the total number of the Council Board of Directors.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall consist of the Chair, Chair Elect, Secretary/Treasurer BDC Chair and one director at large who shall be the immediate Past Chair. The Chief Executive Officer shall serve as an ex officio member with voice but without vote.

Section 2. Duties
A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation Board of Directors between the meetings of the board, except that the Executive Committee shall not have the authority to:
   i. Adopt the budget;
   ii. Amend or revise the articles of incorporation or bylaws;
   iii. Take action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the Council.

B. Reports. The Executive Committee shall submit to the Board of Directors at each board meeting a report of all actions taken since the last board meeting.

GSGC Bylaws Rev and Board Approved on 5.18.17
Section 3.  Meetings
A.  Scheduling. The Executive Committee shall meet only as needed at the call of the Chair or upon written request of at least 3 members of the Executive Committee.
B.  Notice. Notice of the date, time, and place of each meeting shall be provided 8 hours in advance of the meeting.

Section 4.  Quorum
A majority of the Executive Committee members then in office shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

ARTICLE X – COMMITTEES

Section 1.  Establishment
The Board of Directors may establish standing and special committees and/or task groups and ad hoc committees as needed, which shall operate under the general supervision of the Board of Directors.

Section 2.  Appointment
A.  The chair of any standing committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.
B.  Members of any standing committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
C.  At least two members of any committee or task group shall be members of the Board of Directors, one of whom shall serve as chair of the committee.
D.  Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the Board of Directors at the time of appointment.
E.  Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3.  Quorum
A majority of committee or task group members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1.  Eligibility
Delegates and alternates to the National Council of the Girl Scouts of the United States of American shall be United States Citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2.  Election
The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United State of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3.  Vacancies

GSGC Bylaws Rev and Board Approved on 5.18.17
The Board of Directors shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from amongst the eligible members of the Council until the next annual meeting.

**ARTICLE XII – FINANCE**

**Section 1. Fiscal Year**
The fiscal year of the Council shall be October 1 through September 30.

**Section 2. Contributions**
Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the Council shall be accepted or collected only as authorized 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. 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 5. Bonding**
All persons having access to or responsibility for the handling of monies and securities of the Council shall be bonded in the amount authorized by the Board of Directors.

**Section 6. Budget**
The Board of Directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the budgeted amounts without prior approval of the Board of Directors.

**Section 7. Property**
Title to all property shall be held in the name of the Council.

**Section 8. Audits**
An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the Board of Directors and to the Girl Scouts of the United States of America.

**Section 9. Financial Reports**
A summary report of the financial condition of the Council shall be presented to the membership at the annual meeting.

**Section 10. Investments**
The funds of the Council shall be invested in accordance with the policy established by the Board of Directors or by a committee appointed by the Board of Directors for such purpose.

**ARTICLE XIII – CONFLICT OF INTEREST**

GSGC Bylaws Rev and Board Approved on 5.18.17
The board 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 her service on the board.

ARTICLE XIV – 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.

ARTICLE XV – PARLIAMENTARY AUTHORITY


ARTICLE XVI – AMENDMENTS

These bylaws may be amended by a two-thirds votes of those 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) and voting at a meeting of the Council, or present and voting at any meeting of the Board of Directors, provided that the substance of the proposed amendments shall have been included with the notice of the meeting.