

**BYLAWS OF
GIRL SCOUTS OF MINNESOTA AND WISCONSIN RIVER VALLEYS, INC.**

(Effective October 1, 2007, Amended as of May 21, 2009)

This instrument constitutes the Bylaws of Girl Scouts of Minnesota and Wisconsin River Valleys, Inc. (“the council”), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the council.

**ARTICLE I
CORPORATE SEAL**

The council shall not have a seal.

**ARTICLE II
MEMBERS**

Section 2.1. Definition of Members. The Members of the council shall be of one class and shall consist of the following people:

- (1) Six hundred (600) delegates elected by Delegate Regions. Delegate Regions are defined from time to time by the Board of Directors.
- (2) Fifty (50) delegates-at-large appointed by the Board of Directors, for the purpose of ensuring that the diversity of the council is adequately represented.
- (3) Directors of the council, if not otherwise Members of the council.
- (4) Members of the Board Development Committee of the council, if not otherwise Members of the council.
- (5) Past presidents of the council or any predecessor Girl Scout Council so long as such person has requested in writing to the Chair of the Board to be included as a Member.

Section 2.1.1. Eligibility. To be eligible to be a Member under any of the five above-listed Member categories, the Member must be age 12 or older and be a member of the Girl Scout Movement and be currently registered through the council.

Section 2.1.2. Delegate Election. Each Delegate Region shall elect delegates and alternates in accordance with policies and procedures set forth by the Board of Directors of the council. The Board of Directors shall establish and administer a formula for determining the number of delegates and alternates that each Delegate Region may elect. The formula shall be based one-third on geographic representation and two-thirds on the number of girls registered in Girl Scouts in the Delegate Region as of September 30 of each calendar year. Each

Delegate Region shall be entitled to have at least one (1) delegate. No alternate shall be considered a Member unless such alternate replaces a Member who has resigned.

Section 2.2. Members' Rights/Term of Membership. Members are entitled to elect Directors-at-large, Elected Officers, Board Development Committee members and National Council Delegates as described in these Bylaws. Members are entitled to one vote each. The term of membership shall be one year.

Section 2.3. Resignation of Members. A Member may resign at any time. The resignation of a Member does not release the Member from any obligations the Member may have to the council for dues, assessments, or fees or charges for goods and services.

Section 2.4. Termination of Membership. Membership shall terminate at the end of the term of membership. A Member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the Member is given:

- (1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Section 2.5. Member Meetings. Member meetings shall be held as follows:

Section 2.5.1. Regular Meetings of Members. Regular meetings of the Members shall be held annually. The Annual Meeting shall be held in the first calendar quarter, on such day and at such time as the Board of Directors shall determine. The Board of Directors may determine that a regular meeting of the Members shall be held solely by means of remote communication, in accordance with Section 2.5.3 of these Bylaws.

Notice of meetings of Members must be given to every Member at least five (5) days and not more than sixty (60) days before the meeting. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at the meeting.

Section 2.5.2. Members' Right to Call Special Meetings. At least fifty (50) Members or ten percent (10%) of the Members, whichever is less, may demand a special meeting of the Members by written notice of demand given to the Chair of the Board or the Treasurer of the council. Within thirty (30) days after receipt of the demand, the Board shall, at the expense of the council, cause a special meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand.

Section 2.5.3. Remote Communication for Member Meetings. A regular meeting of Members may be held solely by one or more means of remote communication (as defined in Section 4.13 of these Bylaws), if notice of the meeting is given to every Member, and if the number of Members participating in the meeting is sufficient to constitute a quorum at a meeting. A Member not physically present in person at a regular meeting of Members may, by means of remote communication, participate in a meeting of Members held at a designated place. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. In any meeting of Members held solely by means of remote communication or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication:

- (1) the council shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and
- (2) the council shall implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
 - (i) read or hear the proceedings of the meeting substantially concurrently with those proceedings;
 - (ii) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and
 - (iii) if otherwise entitled, vote on matters submitted to the Members for vote.

Section 2.5.4. Notice to Members. Any notice to Members given by the council by a form of electronic communication consented to by the Member to whom the notice is given is effective when given. The notice is deemed given:

- (1) if by facsimile communication, when directed to a telephone number at which the Member has consented to receive notice;
- (2) if by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice;
- (3) if by a posting on an electronic network on which the Member has consented to receive notice, together with separate notice to the Member of the specific posting, upon the later of:
 - (i) the posting; and
 - (ii) the giving of the separate notice; and
- (4) if by any other form of electronic communication by which the Member has consented to receive notice, when directed to the Member.

Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The council is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the council of revocation of the consent.

Section 2.5.5. Waiver of Notice. Waiver of notice by a Member entitled to receive notice of a meeting by means of authenticated electronic communication (as defined in Section 4.14 of these Bylaws) may be given in writing, orally or by attendance at the meeting. Participation in a meeting by means of remote communication is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting and does not participate in the consideration of the item at that meeting.

Section 2.6. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is twenty-five (25) percent of the Members entitled to vote at the meeting.

Section 2.7. No Proxy Voting for Members. Members shall not vote by proxy.

Section 2.8. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.9. Action by Written Ballot. An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the council mails or delivers a written ballot to every Member entitled to vote on the matter. A written ballot must:

- (1) set forth each proposed action; and
- (2) provide an opportunity to vote for or against each proposed action.

Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must:

- (1) indicate the number of responses needed to meet the quorum requirements;
- (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and
- (3) specify the time by which a ballot must be received by the council in order to be counted.

ARTICLE III
MEMBER ELECTION OF DIRECTORS-AT-LARGE, ELECTED OFFICERS,
BOARD DEVELOPMENT COMMITTEE MEMBERS, AND NATIONAL
COUNCIL DELEGATES

Section 3.1. Process. The Members of the council elect the council's Directors-at-large, Elected Officers, Board Development Committee Members, and National Council Delegates from a slate set forth by the Board Development Committee, by one of the two following methods, which shall be chosen in advance by the Board of Directors:

- (1) At the Annual Meeting of the Members, by vote of Members present in person, or linked by remote communication in accordance with Section 2.5.1 or 2.5.3 of these Bylaws. If the Annual Meeting vote method of election is used, nominations for any of the positions to be elected may be made from the floor by any Member at the annual meeting of the Members provided all of the following conditions are met:
 - a) The person to be nominated has consented in writing to serve if elected at least seventy-two (72) hours before the convening of the annual meeting;

- b) 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; and
- c) The prospective nominee meets the qualifications for the position for which she/he is being nominated.

(2) By written ballot in accordance with Section 2.9 of these Bylaws.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. General Powers; Designation. The business and charitable affairs of the council shall be managed by or under the direction of a Board of Directors. The Board of Directors shall have primary responsibility for overseeing the activities of this council; engaging in long-range planning for this council; ensuring the mission of this council; and approving the annual budget for this council. The Board of Directors shall be accountable to (a) the Members of the council for managing the affairs of the council including development of a system allowing Members, including girl Members, to have a voice on key issues affecting the council and the Girl Scout Movement, and (b) to the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 4.2. Number of Directors. The Board of Directors shall consist of the following people:

- (1) Twenty (20) Directors-at-large elected by the Members.
- (2) The Elected Officers of the council.
- (3) The Chair of the Board Development Committee, if such person is not otherwise elected to the Board of Directors.

In each of the first six (6) years after the initial election of Directors of the council, at least two (2) individuals from each of the five (5) previous council jurisdictions (Cannon Valley, Greater Minneapolis, Peacepipe, River Trails, and St. Croix Valley) shall serve on the Board of Directors. The Board Development Committee will ensure that this requirement is met by nominating a slate of Directors at each of the first six annual meetings that complies with this requirement. At all times, a majority of the Directors must be at least eighteen (18) years of age or older.

Section 4.3. Terms of Directors. Directors-at-large serve a term of two (2) years beginning at the end of the annual meeting at which the Director is elected or at the time provided in the written ballot if election is held by written ballot. Directors serve until their successors are elected and assume office. No person shall serve more than three (3) consecutive terms as a Director-at-large. Within the first six years (10-1-2007 through

12-31-2013) the Board Development Committee, in consultation with the Board Chair, may extend or reduce the length of terms of the Directors-at-large by one year to accommodate staggering of Director terms. A person who has served a half-term or more as a Director-at-large shall be considered to have served a full term. An individual may be re-elected or re-appointed as a Director-at-large after an absence of one year from the Board of Directors.

Section 4.4. Resignation of Directors. A Director may resign at any time by giving written notice to the Secretary of the council. The resignation is effective without acceptance when the notice is given to the council, unless a later effective time is specified in the notice.

Section 4.5. Removal of Directors. A Director may be removed from office, with or without cause, by the affirmative vote of three-fourths (3/4) of all of the Directors of the council; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director. A Director who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the Chair of the Board, or the Chair's designee, shall be automatically removed from the Board of Directors without further action from the Board of Directors.

Section 4.6. Vacancies. In the event of a vacancy in a Director-at-large position for any reason, including but not limited to the death, removal or resignation of a Director-at-large, a successor nominated by the Board Development Committee shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting. Such successor shall serve as Director-at-large until the next occurring Annual Meeting or written ballot conducted in accordance with Section 3.1, at which time the successor, if so nominated by the Board Development Committee, shall stand for election by the Members for the remainder, if any, of the term associated with the vacant Director-at-large position. In the event of a vacancy of a Director who is an Elected Officer or a member of the Board Development Committee, Section 5.5 or 6.2.3 shall apply.

Section 4.7. Quorum. At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4.8. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 4.9. Regular Meetings. The Board of Directors shall have at least four (4) regular meetings each year at such places and times as it shall establish.

Section 4.10. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair of the Board, or the written request of any

five (5) Directors, provided that any such request shall specify the purpose or purposes for the meeting. The Chair of the Board shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' prior written notice of the time, place and purpose of such special meeting.

Section 4.11. Voting. Each Director is entitled to one (1) vote. Neither a Director nor a Committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

Section 4.12. Place of Meetings. The Board of Directors may hold their meetings at such location as the Board of Directors may determine.

Section 4.13. Electronic Meetings. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 4.14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, as permitted by the Minnesota Nonprofit Corporation Act, by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- (1) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- (2) may be directly reproduced in paper form by the recipient through an automated process;

- (3) is delivered to the council's principal place of business or to an Officer or agent of the council authorized by the council to receive the communication; and
- (4) sets forth information from which the council can reasonably conclude that the communication was sent by the purported sender.

Section 4.15. Notice of Meetings. If the date, time and place of a regular meeting of the Board of Directors have been provided or announced at a previous meeting of the Board, no notice is required. Otherwise, Directors shall be given notice of all regular meetings of the Board not less than five (5) days prior to the meeting. Whenever under the provisions of these Bylaws notice is required to be given to any Director or other person, it shall be construed to require personal notice, but such notice may be given:

- (1) when mailed to the Director or other person at an address designated as the last known address of the Director or person or at the address of the Director or person in the corporate records;
- (2) when communicated to the Director or other person orally;
- (3) when handed to the Director or other person;
- (4) when left at the office of the Director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (5) if the office of the Director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the Director or other person with a person of suitable age and discretion residing in the house;
- (6) when communicated to the Director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the Director or other person; or
- (7) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 4.16. Waiver of Notice. Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting

by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE V OFFICERS

Section 5.1. Elected Officers. The Elected Officers of the council shall be a Chair of the Board, a First Vice-Chair, a Second Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 5.2. Duties of Elected Officers. The duties of the Elected Officers of this council shall be:

Section 5.2.1. Chair of the Board. The Chair of the Board shall preside at all meetings of the council Members, the Board of Directors, and the Executive Committee, and shall oversee the long term goals and purposes of the council. The Chair of the Board shall report to the council Members and the Board of Directors as to the conduct and management of the affairs of the council. The Chair of the Board shall serve as an ex officio member of all Committees of the Board except the Board Development Committee. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 5.2.2. First Vice-Chair. The First Vice-Chair shall perform such duties as may be determined from time to time by the Board. The First Vice-Chair shall be vested with all powers of and perform all the duties of the Chair of the Board in the Chair's absence or inability to act, but only so long as such absence or inability continues. In the event of a vacancy in the office of the Chair of the Board, the First Vice Chair shall succeed to the office of Chair of the Board for the remainder of the unexpired term.

Section 5.2.3. Second Vice-Chair. The Second Vice-Chair shall perform such duties as may be determined from time to time by the Board. The Second Vice-Chair shall be vested with all powers of and perform all the duties of the Chair of the Board in the absence or inability to act of the Chair and First Vice-Chair, but only so long as such absence or inability continues. In the event of a vacancy in the office of the Chair of the Board, and the First Vice Chair, the Second Vice-Chair shall succeed to the office of Chair of the Board for the remainder of the unexpired term.

Section 5.2.4. Secretary. The Secretary or his or her designee shall ensure that proper notice is given for all meetings of the council Members, the Board of Directors, and the Executive Committee. The Secretary shall attend all meetings of the council, the Board of Directors and the Executive Committee, and keep the minutes of such meetings. The Secretary shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 5.2.5. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the council, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 5.3. Election and Terms of Office. Elected Officers shall be elected by the Members for a term of two (2) years or until their successors are elected and assume office. Terms of office of the Elected Officers shall begin at the annual meeting at which they are elected, or at the time provided in the written ballot, if election is held by written ballot. No person shall serve more than three (3) consecutive terms as an officer in any one or combination of Officer positions. Within the first six years (10-1-2007 through 12-31-2013) the Board Development Committee, in consultation with the Board Chair, may extend or reduce the length of terms of Elected Officers by one year to accommodate staggering of Officer terms. No person shall hold more than one office at a time. An Officer who has served a half term or more in office shall be considered to have served a full term in office.

Section 5.4. Resignation or Removal of Elected Officers. An Elected Officer may resign at any time by giving written notice of the resignation to the Secretary of the council. The resignation is effective without acceptance when notice is given to the council, unless a later effective date is named in the notice. An Elected Officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 5.5. Vacancies. In the event of a vacancy in an Elected Officer position for any reason, including but not limited to the death, removal or resignation of an Elected Officer, a successor nominated by the Board Development Committee shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting. Such successor shall serve as an Elected Officer until the next occurring Annual Meeting or written ballot conducted in accordance with Section 3.1, at which time the successor shall, if so nominated by the Board Development Committee, stand for election by the Members for the remainder, if any, of the term associated with the vacant Elected Officer position.

Section 5.6. Ex-Officio Officers. The Chief Executive Officer and Chief Financial Officer of the council shall be ex-officio Officers of the council. The CEO and CFO shall not be Directors, and shall not have a vote on the Board of Directors, but shall serve as ex-officio Officers of the council.

Section 5.6.1. Chief Executive Officer (“CEO”). The CEO of the council shall conduct and manage the day-to-day operations of the council, including hiring and supervision of staff, and preparation of annual budgets and financial

statements. The CEO shall be appointed by, serve at the pleasure of and account directly to the Board of Directors.

Section 5.6.2. Chief Financial Officer (“CFO”). The CFO shall be appointed by the CEO to serve at the pleasure of the CEO.

ARTICLE VI COMMITTEES OF THE BOARD

Section 6.1. Executive Committee. The council shall have an Executive Committee.

Section 6.1.1. Membership. The Executive Committee shall be comprised of the Elected Officers of the council and three (3) Directors-at-large appointed by the Chair of the Board. The Chair of the Board shall lead and be a member of the Executive Committee. The CEO and CFO shall be non-voting ex-officio members of the Executive Committee.

Section 6.1.2. Responsibilities. The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board of Directors to the extent determined by the Board of Directors. The Executive Committee shall not adopt the budget, amend the Bylaws, take action contrary to, or in a manner that would be a substantial departure from, the direction established by the Board or in a manner which would represent a major change in the affairs, business, or policy of the council.

Section 6.1.3. Meetings. The Executive Committee shall meet as needed at the call of the Chair of the Board. Notice of the meetings of the Executive Committee shall be provided at least forty eight (48) hours in advance of the meeting.

Section 6.2. Board Development Committee. The council shall have a Board Development Committee.

Section 6.2.1. Membership. The Board Development Committee shall be composed of ten (10) members, at least three (3) of whom shall be Directors and at least five (5) of whom shall not be Directors. The CEO of the council shall serve as an ex-officio nonvoting member of the Board Development Committee. For the initial six (6) years after the effective date of these Bylaws, there shall be on the Board Development Committee at least one (1) member from each of the five (5) previous council jurisdictions (as stated in Section 4.2 of these Bylaws).

Section 6.2.2. Election and Terms of Office. The Board Development Committee members shall be elected by the Members. The Board Development Committee members shall be elected for a term of two (2) years or until their successors are elected and assume office. Terms of office shall begin at the close

of the annual Member meeting or at the time provided in the written ballot if election is held by written ballot. No person shall serve more than two (2) consecutive terms as a Board Development Committee member. Within the first six years (10-1-2007 through 12-31-2013) the Board Development Committee, in consultation with the Board Chair, may extend or reduce the length of term of the Board Development Committee members by one year to accommodate staggering of Director terms. A person who shall have served a half term or more in office shall be considered to have served a full term in the office.

Section 6.2.3. Vacancies. In the event of a vacancy in any position other than Committee chair, the vacancy shall be filled by appointment of the Chair upon consultation with the Committee. The Chair's appointment to fill the vacancy shall be approved by the Board of Directors, upon recommendation of the Chair of the Board Development Committee. The appointee shall serve as a member of the Board Development Committee until the next occurring Annual Meeting or written ballot conducted in accordance with Section 3.1, at which time the appointee shall, if so nominated by the Board Development Committee, stand for election by the Members for the remainder, if any, of the term associated with the vacant position.

Section 6.2.4. Committee Chair. The Board Development Committee shall elect a Chair from amongst its members. Except for the initial Chair of the Board Development Committee, a person shall have served on the Board Development Committee for at least one year to be eligible for election to the position of Chair. The term of office for chair shall be one year. No individual shall serve more than two terms as Chair of the Board Development Committee regardless of how many years or terms the individual may be a member of the Board Development Committee. In the event of a vacancy in the office of Chair, the Committee shall elect a new Chair from its eligible members to serve the remainder of the term. A person who shall have served a half term or more in the office shall be considered to have served a full term in the office of Chair.

Section 6.2.5. Responsibilities. The Board Development Committee shall:

- (1) solicit and recruit candidates for elected positions in the council;
- (2) set forth a single slate for the Members' consideration at annual meetings for all elected positions, including Elected Officers, Directors-at-large, and Board Development Committee members;
- (3) set forth, 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;

- (4) develop board orientation, education and development materials and conduct board orientation and board development training sessions, as directed by the Board;
- (5) develop methods for identifying needed skills and talents for the council's Board and Committees;
- (6) work on succession planning for the Board and Committees; and
- (7) provide self-assessment materials to the Board and Committees.

Section 6.3. Other Committees. The Board of Directors may establish one or more Committees, in addition to the Executive Committee and the Board Development Committee, having the authority of the Board in the management of the business of the council to the extent determined by the Board of Directors.

Section 6.4. Procedure. At all meetings of Committees of the Board, a majority of the Committee members then in office shall be necessary and sufficient to constitute a quorum. The affirmative vote of a majority of the Committee members present at a duly held meeting shall be sufficient for any action. A Committee member shall not appoint a proxy for himself or herself, nor shall he or she vote by proxy. Committees may hold meetings in any manner and by any method that the Board of Directors may hold meetings as described in these Bylaws.

ARTICLE VII STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 7.1. Standard of Care. It is the responsibility of each Director, Officer and Committee member of this council to discharge his or her duties as a Director, Officer or Committee Member in good faith, in a manner the person reasonably believes to be in the best interests of this council, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 7.2. Conflicts of Interest.

Section 7.2.1. In General. A proposed contract or transaction between the council and any Interested Person or between a Related Organization and any Interested Person, or between the council and any Organization in which an Interested Person serves as director, officer or legal representative or has a Material Financial Interest, may not be entered into until and unless:

- a) the material facts as to the contract or transaction and as to the interest of an Interested Person are fully disclosed or known to the Board of Directors or a committee, as the case may be; and

b) a majority of the Board of Directors or such committee in good faith authorizes and approves the contract or transaction, but the Interested Person shall not be counted in determining the presence of a quorum and shall not vote.

Section 7.2.2. Definitions. For purposes of this Article VII, the following terms shall have the meanings indicated:

a) “Interested Persons” means and includes Directors, Officers and Board Committee members.

b) “Organization” means a corporation, partnership, joint venture, association, trust, estate, enterprise, or other legal or commercial entity.

c) “Related Organization” means an Organization that, directly or indirectly, controls, is controlled by, or is under common control with, the council.

d) An Interested Person has a “Material Financial Interest” in an Organization in which the Interested Person, or the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters, of the Interested Person have a material financial interest.

Section 7.3. Ratification. If a Director, Officer or Committee member discovers that he or she (or another Interested Person) has entered into a contract or transaction with the council without the authorization and approval of the Board of Directors (or a committee designated by the Board), the Director shall immediately disclose the material facts regarding the contract or transaction to the Board of Directors (or a committee designated by the Board). Thereupon the Board of Directors (or committee) shall review the contract or transaction to determine whether the contract or transaction should be ratified.

Section 7.4. Exception. The procedures described in Sections 7.2 and 7.3 are not required if the contract or other transaction is between Related Organizations.

ARTICLE VIII **NATIONAL COUNCIL DELEGATES**

Section 8.1. Eligibility. Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age fourteen (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 8.2. Election. The council's delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be elected by the Members in accordance with Articles II and III of these bylaws. Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall serve a term of three (3) years or until their successors are elected and assume office.

Section 8.3. Vacancies. The Chair of the Board, after consultation with the Board Development Committee, shall recommend persons to fill delegate and alternate vacancies to the Board of Directors. The Board of Directors or Executive Committee shall fill delegate and alternate vacancies.

ARTICLE IX **FINANCE**

Section 9.1. Receipt of Gifts. Any dues, contributions, grants, bequests or gifts made to the council shall be accepted or collected only as authorized by the Board of Directors.

Section 9.2. Deposit of Funds. All funds of the council shall be deposited to the credit of the council under such conditions and in such banks as shall be designated by the Board of Directors. 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 9.3. Access to Corporate Assets. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the council shall be as provided by the Board of Directors. All persons with access to or responsibility for handling monies and securities of the council shall be bonded as required by the Board of Directors.

Section 9.4. Title to Property. Title to all property shall be held in the name of the council.

Section 9.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 9.6. Treasurer's Report. A summary report of the financial operation of the council shall be made by the Treasurer at least annually to the Board of Directors and Members.

Section 9.7. Audit. 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 9.8. Fiscal Year. The fiscal year of the council shall be October 1 through September 30.

Section 9.9. 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 X **INDEMNIFICATION**

Section 10.1. In General. Subject to Section 10.2 hereof, the council shall indemnify and make advances to each person who is or was a Director, Officer, or employee of the council, or a member of any Committee, to the full extent mandated by, and in accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521.

Section 10.2. Limitation on Indemnification. Indemnification pursuant to Section 10.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 10.3. Insurance. The council may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 10.1 hereof.

ARTICLE XI **AMENDMENT OF BYLAWS**

These Bylaws maybe amended at any time by the affirmative vote of two-thirds (2/3) of the Directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each Director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted. Notwithstanding any other provision of these Bylaws, the Board of Directors may not adopt, amend, or repeal a Bylaw changing or altering the rights of the Members. A Bylaw amendment that changes or alters the rights of the Members must be approved by the Members.

ARTICLE XII **DISSOLUTION**

Upon the dissolution of the council, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the council, dispose of all the assets of the council exclusively for the purposes of the council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the council is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

--END OF BYLAWS--

Original Bylaws - October 1, 2007

Revision #1 - Revised by the Board of Directors of the Girl Scouts of Minnesota and Wisconsin River Valleys, Inc. on September 20, 2008.

Revision #2 - Revised by the Board of Directors of the Girl Scouts of Minnesota and Wisconsin River Valleys, Inc. on May 21, 2009.

1082881