

Bylaws of Girl Scouts of Minnesota and Wisconsin River Valleys, Inc.,
council of the Girl Scouts of the United States of America ("the Council"),
a Minnesota nonprofit corporation,

ARTICLE I
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 II
VOTING MEMBERS

Section 2.1. Definition of Voting Members. The Voting Members of the Council ("Voting Members") shall be of one class and shall consist of:

- (a) Delegates elected by Service Units in accordance with Section 3.2.
- (b) Up to fifty (50) Delegates-at-Large appointed by the Council's Board of Directors (the "Board"), for the purpose of ensuring that the community at large is represented. At no time shall the Delegates-at-Large constitute more than 5% of the elected Voting Members.
- (c) Directors-at-Large and Officers of the Council.
- (d) Members of the Board Development Committee of the Council.
- (e) Delegates to the National Council of the Girl Scouts of the United States of America ("National Delegates").

Section 2.2. 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. Notwithstanding any other provision of these Bylaws, Council employees may not serve as Voting Members; however, Council employees may serve as National Delegates.

Section 2.3. Rights and Responsibilities of Voting Members. In addition to rights and responsibilities provided by law, the Articles of Incorporation ("Articles"), and other sections of these Bylaws, Voting Members:

- (a) are entitled to one vote each;
- (b) elect the Officers, Directors-at-Large, and members of the Board Development Committee;
- (c) elect the National Delegates and Alternate Delegates to the National Council of GSUSA ("Alternate National Delegates");
- (d) work with the Board to determine the strategic direction for Girl Scouting locally by actively participating in planning processes and staying informed about long-range challenges and opportunities facing the Council;
- (e) amend these Bylaws in accordance with Section 15; and
- (f) conduct other business that may come before the Voting Members.

Section 2.4. Terms and Vacancies of Voting Members.

- (a) Delegates and Alternates elected by Service Units shall serve for one (1) year beginning October 1 and ending September 30 of the following year. An Alternate may only serve as a Voting Member in the absence of a Delegate from the same Service Unit.

- (b) Voting Members not elected by Service Units, serve during the terms established by the elected or appointed position.
- (c) A Voting Member may resign at any time but resignation does not release the Voting Member from any obligation to the Council for dues, assessments, fees, or charges for goods and services
- (d) A Voting Member shall not be removed, except for nonpayment of dues or fees, unless the Voting Member is given:
 - (i) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
 - (ii) an opportunity for the Voting 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. Voting Member List. A Voting Member may request a list of the Voting Members of the Council ("Voting Members' List") at any time according to policy established by the Board. The list will be provided in a timely manner. A Voting Member who gains access to a Voting Members' List under this section may only use the list to communicate with other Voting Members concerning Council matters.

ARTICLE III DELEGATES

Section 3.1. Rights and Responsibilities of Delegates. Delegates are those persons elected as Voting Members by Service Units.

Delegates shall:

- (a) represent the interests and concerns of their Service Units while acting for the good of the Council;
- (b) actively participate in Delegate engagement initiatives;
- (c) advise the Board on proposed plans, policies and other matters referred to them by the Board;
- (d) carry out two-way communication between the Board and the membership;
- (e) consider ways to improve the quality of Girl Scouting and identify needs for services; and
- (f) perform other duties as directed by the Board.

Section 3.2. Election. Each Service Unit shall:

- (a) hold an annual election of Delegates and Alternate Delegates according to a formula established by Board policy.
- (b) provide the Council office with a list of Delegates and Alternates by September 15 of each calendar year.
- (c) notify the Council within thirty (30) days of any change in Delegates or Alternates throughout the Delegate year.

Section 3.4. Vacancies. If a vacancy occurs for any reason during the term of a Delegate, the Alternate shall become the Delegate, and a new Alternate shall either be elected by the Service Unit or appointed by the Service Unit Manager to serve the remainder of the unexpired term. A Service Unit may elect a Delegate or Alternate at any time during a term

year to fill an unfilled position, and the elected Delegate or Alternate shall serve the remainder of the term.

Section 3.5. Member Engagement. The Board will adopt and communicate an annual Member engagement plan (the "Member Engagement Plan"). The Second Vice-Chair of the Board shall ensure implementation of the Member Engagement Plan.

ARTICLE IV

VOTING MEMBER MEETINGS

Section 4.1 Annual Meeting. An Annual Meeting of the Voting Members shall be held in the first three months of each calendar year at such date, time, and place as the Board shall determine. The Board may determine that an Annual Meeting of the Voting Members shall be held solely by means of remote communication, in accordance with Section 4.8 of these Bylaws. At the Annual Meeting the corporation shall 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.

Nominations for any of the positions to be elected may be made from the floor by any Voting Member at the Annual Meeting provided all of the following conditions are met:

- (i) The person to be nominated has consented in writing to serve if elected.
- (ii) The nomination and the consent 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.
- (iii) The prospective nominee meets the qualifications stated in the position description for the position for which she/he is being nominated.
- (iv) The Board shall establish a process to allow additional nominees proposed by Voting Members to be included on the written ballot.

Section 4.2 Special Meeting. A Special Meeting of the Voting Members shall be held:

- (a) if called by the Board, at such date, time, and place as the Board shall determine; or
- (b) if at least fifty (50) Voting Members or ten percent (10%) of the Voting Members, whichever is less, demand a Special Meeting 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 to be called and held no later than ninety (90) days after receipt of the demand. As required by the Minnesota Nonprofit Corporation Act, a Special Meeting demanded by the Voting Members must be held in the county where the Council's registered office is located.

Section 4.3. Voting Members Entitled to Vote. The Board may fix a date not more than fourteen (14) days before the date of a meeting of the Voting Members for the determination of the Voting Members entitled to vote at the meeting. When a date is so fixed, only Voting Members on record on that date are permitted to vote at that meeting. Voting Members shall not vote by proxy.

Section 4.4 Quorum for a Meeting of the Voting Members. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Voting Members is twenty-five percent (25%) of the Voting Members entitled to vote at the meeting.

Section 4.5. Notice Required for Voting Member Meetings. Notice of meetings of Voting Members must be given to every Voting Member on record at least thirty (30) days and not more than sixty (60) days before the meeting.

Section 4.6. Electronic Notice to Voting Members. Any notice to Voting Members given by the Council by a form of electronic communication consented to by the Voting Member to whom the notice is given is effective when given. The notice is deemed given:

- (a) if by facsimile communication, when directed to a telephone number at which the Voting Member has consented to receive notice;
- (b) if by electronic mail, when directed to an electronic mail address at which the Voting Member has consented to receive notice; or
- (c) if by any other form of electronic communication by which the Voting Member has consented to receive notice, when directed to the Voting Member.

Consent by a Voting 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 Voting Member, provided that no revocation affects the validity of any notice given before receipt by the Council of revocation of the consent.

Section 4.7 Waiver of Notice. A Voting Member may waive notice of a meeting. A waiver of notice is effective whether given in writing or orally. A Voting Member also waives notice:

- (a) by attendance unless she or he objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called; or
- (b) by attendance unless she or he 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; or
- (c) if she or he is elected or appointed to fill a Delegate vacancy less than thirty (30) days before a meeting of the Voting Members, as described in Section 3.3.

Section 4.8. Remote Communication for Voting Member Meetings. An Annual or Special Meeting of the Voting Members may be held solely by one or more means of remote communication (as defined in Section 5.13 of these Bylaws), if notice of the meeting is given to every Voting Member, and if the number of Voting Members participating in the meeting is sufficient to constitute a quorum at a meeting.

A Voting Member not physically present at a meeting of Voting Members may, by means of remote communication, participate in a meeting of Voting 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 Voting Members held solely by means of remote communication or in any meeting of Voting Members held at a designated place in which one or more Voting Members participate by means of remote communication:

- (a) 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 Voting Member; and
- (b) the Council shall implement reasonable measures to provide each Voting 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 Voting 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 Voting Members for vote.

Section 4.9 Action by Written or Electronic Ballot Unless prohibited or limited by state statute, the articles of incorporation or the bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the council delivers a written or electronic ballot to every member entitled to vote on the matter.

- (a) A written or electronic ballot shall:
 - (i) set forth each proposed action; and
 - (ii) provide an opportunity to vote for or against each proposed action
- (b) Voting by written or electronic ballot pursuant to this section is valid only when 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 affirmative votes equals or exceeds the number of votes that would be required to adopt the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (c) All solicitations for votes by written or electronic ballot shall:
 - (i) indicate the number of responses needed to meet the quorum requirements;
 - (ii) state the percentage or number of affirmative votes necessary to adopt each matter other than election of directors; and
 - (iii) specify the date, time by which a ballot must be received by the council [corporation] in order to be counted.
- (d) Except as otherwise provided in the articles or bylaws, a written or electronic ballot may not be revoked or changed once it is executed.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. General Powers; Designation. The business and charitable affairs of the Council shall be managed by or under the direction of the Board in compliance with its GSUSA charter. The Board shall have primary responsibility for overseeing the Council's affairs, developing long-range plans for the Council, ensuring the Council's mission, and approving the Council's annual budget. The Board shall be accountable to:

- (a) the state of Minnesota for adherence to state corporation law;
- (b) 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);

- (c) 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;
- (d) the board of directors of Girl Scouts of the United States of America for compliance with the charter requirements.

Section 5.2. Number of Directors. The Board shall consist of the following Directors:

- (a) Up to Twenty (20) Directors-at-Large elected by the Voting Members, at least eighteen (18) years of age when elected. Girl Directors-at-Large, of whom there can be no more than two (2), must be at least fifteen (15) years of age when elected;
- (b) The Officers of the Council (the "Officers"), at least eighteen (18) years of age when elected; and
- (c) The Chair of the Board Development Committee, if such person is not otherwise elected to the Board;
- (d) All Board members must be members of GSUSA registered through the Council.

Section 5.3. Terms of Directors-at-Large.

- (a) Adult Directors-at-Large are elected to serve a term of two (2) years and Girl Directors-at-Large are elected to serve a one (1) year term beginning at the close of the Annual Meeting at which the Directors-at-Large are elected or at the time provided in the written ballot if election is held by written ballot. Directors-at-Large serve until their successors are elected and assume office.
- (b) No person shall serve more than three (3) consecutive terms as a Director-at-Large. The Board Development Committee may 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.
- (c) A person may be re-elected or re-appointed as a Director-at-Large following three (3) consecutive terms after an absence of at least two (2) years. No person shall serve more than twelve (12) consecutive years in any combination of voting positions on the Board. A person may be re-elected or re-appointed to a voting position following twelve (12) consecutive years of service after an absence of at least two (2) years.

Section 5.4. Vacancies of Directors-at-Large.

- (a) A Director-at-Large 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, unless a later effective time is specified in the notice.
- (b) A Director-at-Large may be removed from office, with or without cause, by the affirmative vote of three-fourths (3/4) of all Directors of the Council, provided that not less than five (5) and not more than thirty (30) days' notice of the meeting at which the vote is to occur shall be given to each Director stating that removal of the Director-at-Large is to be on the agenda.
- (c) 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 without further action from the Board.
- (d) The Board will fill a vacancy in a Director-at-Large position from nominations by the Board Development Committee at a duly held meeting. The successor shall serve as Director-at-

Large until the next occurring Annual Meeting at which time the successor, if so nominated by the Board Development Committee, shall stand for election by the Voting Members for the remainder of the term of the vacant position.

Section 5.7. 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.

Section 5.8. 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 5.9. Regular Meetings. The Board shall have at least four (4) regular meetings each year at such places and times as it shall establish.

Section 5.10. Special Meetings. Special Meetings of the Board 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. Within three (3) days of receipt of the written request, the Chair of the Board shall cause a Special Meeting of the Board to be called. The Special Meeting of the Board shall be held not less than five (5) nor more than thirty (30) days from the date the meeting is called.

Section 5.11. Voting. Each Director is entitled to one (1) vote. Neither a Director nor a committee member shall appoint a proxy for herself or himself, nor shall she or he serve as a proxy for another Director.

Section 5.12. Place of Meetings. The Board may hold its meetings at such location as the Board determines.

Section 5.13. Remote Communication for Board 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 by means of conference telephone or, if authorized by the Board, 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 5.14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to, by authenticated electronic communication, as permitted by law, by the number of Directors required to take the same action at a meeting of the Board 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:

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) 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
- (d) sets forth information from which the Council can reasonably conclude that the communication was sent by the purported sender.

Section 5.15. Notice of Meetings. If the date, time and place of a regular Board meeting 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 Board meetings not less than five (5) days before the meeting. Whenever under the provisions of these Bylaws notice is required to be given to any Director, it shall be construed to require personal notice, but such notice may be given:

- (a) when mailed to the Director at an address designated as the last known address of the Director or at the address of the Director in the corporate records;
- (b) when communicated to the Director orally;
- (c) when handed to the Director;
- (d) when left at the office of the Director 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;
- (e) if the office of the Director is closed or if there is no office, when left at the dwelling or usual place of abode of the Director with a person of suitable age and discretion residing in the house;
- (f) when communicated to the Director by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the Director; or
- (g) 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 5.16. Waiver of Notice. Any Director may execute a written waiver of notice of any meeting required to be given by law 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 of the Council, 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 VI

OFFICERS

Section 6.1. Officers. The Officers of the Council shall be a Chair of the Board, a First Vice-Chair, a Second Vice-Chair, a Secretary, and a Treasurer.

Section 6.2. Duties of Officers. The duties of the Officers of the Council shall be as follows:

Section 6.2.1. Chair of the Board. The Chair of the Board shall:

- (a) be the principal officer of the corporation;
- (b) preside at all meetings of the corporation, the board of directors, and the Executive Committee;
- (c) lead the board of directors in setting strategic direction and providing oversight of the management and affairs of the corporation;
- (d) report to the voting members of the corporation as to the conduct of the affairs of the corporation;
- (e) serve as an ex officio member of all committees except the Board Development Committee; and
- (f) perform other duties as determined by the Board.

Section 6.2.2. First Vice-Chair. The First Vice Chair shall:

- (a) assist the Chair of the Board as assigned;
- (b) 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;
- (c) 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; and
- (d) perform other duties as determined by the Board.

Section 6.2.3. Second Vice-Chair. The Second Vice-Chair shall:

- (a) oversee the development and implementation of the Delegate Engagement Plan initiatives
- (b) 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 and First Vice-Chair, or when delegated the responsibility of presiding; and
- (c) perform other duties as determined by the Board.

Section 6.2.4. Secretary. The Secretary shall:

- (a) see that proper notice is given for all meetings of the corporation, the board of directors, and the executive committee;

- (b) see that minutes of all meetings of the corporation, the board of directors, and the Executive Committee are kept; and
- (c) perform other duties as determined by the Board.

Section 6.2.5. Treasurer. The Treasurer shall:

- (a) provide effective stewardship and oversight of the Council's finances;
- (b) report to the Board and Voting Members as directed by these bylaws;
- (c) upon request, provide the Chair and the Board an account of transactions and the Council's financial condition;
- (d) perform other duties as determined by the Board.

Section 6.3. Election and Terms of Office. Officers shall be elected by the Voting Members for a term of two (2) years or until their successors are elected and assume office. Terms of office of the Officers shall begin at the close of 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:

- (a) serve more than two (2) terms as Chair of the Board;
- (b) serve more than two (2) consecutive terms as Vice-Chair, Second Vice-Chair, Treasurer, or Secretary;
- (c) serve more than twelve (12) consecutive years in any combination of voting positions on the Board, except a person may complete the term of office to which elected if at least one year of the term is completed before the expiration of the twelfth consecutive years; or
- (d) hold more than one office at a time.

A person may be re-elected or re-appointed to an Officer position following twelve (12) consecutive years of service after an absence of at least two (2) years. The Board Development Committee may reduce the length of terms of Officers by one (1) year to accommodate staggering of Officer terms. An Officer who has served a half term or more in office shall be considered to have served a full term in office.

Section 6.4. Vacancies of Officers.

- (a) An Officer 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, unless a later effective time is specified in the notice.
- (b) An Officer may be removed from office, with or without cause, by the affirmative vote of three-fourths (3/4) of all Directors-at-Large of the Council, provided that not less than five (5) and not more than thirty (30) days' notice of the meeting at which the vote is to occur shall be given to each Director stating that removal of an Officer is to be on the agenda.
- (c) The Board will fill a vacancy in an Officer position, except Chair of the Board, from nominations by the Board Development Committee at a duly held meeting. The successor shall serve as an Officer until the next occurring Annual Meeting at which time the successor, if so nominated by the Board Development Committee, shall stand for election by the Voting Members at the next Annual Meeting for the remainder of the term of the vacant position.

Section 6.6. Ex Officio Officer. The Council's Chief Executive Officer shall be an ex-officio Officer of the Council but shall not be a Director and shall not have a vote on the Board.

Section 6.6.1. Chief Executive Officer (“CEO”). The CEO of the Council shall:

- (a) be appointed by and serve at the pleasure of the Board;
- (b) be accountable directly to the Board;
- (c) be an ex-officio non-voting Officer of the Council;
- (d) have general active management of the business of the Council;
- (e) see that orders and resolutions of the Board are carried into effect;
- (f) sign and deliver in the name of the Council deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Council, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board to another Officer or agent of the Council;
- (g) maintain records of and, when necessary, certify proceedings of the Board and the Voting Members; and
- (h) perform other duties prescribed by the Board.

ARTICLE VII

BOARD DEVELOPMENT COMMITTEE

Section 7.1. Board Development Committee. The Council shall have a Board Development Committee.

Section 7.2. Composition. The Board Development Committee shall consist 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 shall serve as an ex-officio non-voting member of the Board Development Committee

Section 7.3. Election and Terms.

- (a) The Board Development Committee members shall be elected by the Voting Members. The Board Development Committee members shall be elected for a term of two (2) years.
- (b) Terms shall begin at the conclusion of the Annual Meeting or at the time provided in the written ballot if election is held by written ballot.
- (c) No person shall serve more than two (2) consecutive terms as a Board Development Committee member.
- (d) The Board Development Committee may reduce the length of term of the Board Development Committee members by one year to accommodate staggering of committee member terms.
- (e) A person who shall have served a half term or more shall be considered to have served a full term.

Section 7.4. Committee Chair and Vice-Chair.

- (a) The Board Development Committee shall elect a Chair and Vice-Chair from amongst its members.
- (b) 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 or Vice-Chair.
- (c) The term of the Chair and Vice-Chair shall be one year. A person who shall have served a half term or more in the position shall be considered to have served a full term.

(d) No individual shall serve more than two terms as Chair of the Board Development Committee.

(e) In the event of a vacancy in the position of Chair, the Vice-Chair shall succeed to the position of Chair and the Board Development Committee shall elect a new Vice-Chair from its eligible members to serve the remainder of the term.

Section 7.5. Vacancies on Board Development Committee

(a) A member of the Board Development Committee may resign at any time by giving written notice to the Board Development Committee Chair, or in the case of a resignation by the Chair, to the Board Development Committee Vice-Chair. The resignation is effective without acceptance when notice is given, unless a later effective date is named in the notice.

(b) A member of the Board Development Committee may be removed, with or without cause, by the affirmative vote of three-fourths (3/4) of all of the members of the committee; provided that not less than five (5) and not more than thirty (30) days before the meeting at which the vote is to be taken, each Board Development Committee member shall receive notice of the meeting stating that removal of the Board Development Committee member is to be on the agenda.

(c) A member of the Board Development Committee who is absent from three (3) consecutive meetings in their entirety without good cause acceptable to the Chair of the Board Development Committee or the Chair's designee shall be automatically removed from the Board Development Committee without further action.

(d) In the event of a vacancy in any position other than Board Development Committee Chair, the vacancy shall be filled by appointment of the Board Development Committee Chair upon consultation with the Board Development Committee members. 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 4.9.

Section 7.6. Responsibilities. The Board Development Committee shall:

(a) solicit and recruit candidates for elected positions in the council;

(b) provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members;

(c) 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) 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; and

(e) plan board orientation and board development training sessions as needed and/or as directed by the board of directors.

ARTICLE VIII
DELEGATES TO THE NATIONAL COUNCIL

Section 8.1. Eligibility. National Delegates and Alternate National Delegates shall be United States citizens aged fourteen (14) and older. They shall be members of GSUSA registered through the Council at the time of election and throughout the term of service.

Section 8.2. Election. National Delegates and Alternate National Delegates shall be elected by the Voting Members in accordance with these Bylaws within the time frame established by the Girl Scouts of the United States of America. National Delegates and Alternate National Delegates shall serve a term of three (3) years or until their successors are elected and assume their positions.

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

ARTICLE IX
COMMITTEES OF THE BOARD

Section 9.1. Executive Committee. The Council shall have an Executive Committee.

Section 9.1.1. Membership. The Executive Committee shall consist of the Officers of the Council and three (3) Directors-at-Large appointed by the Chair of the Board. The Chair of the Board shall lead the Executive Committee. The CEO shall be a non-voting ex-officio member of the Executive Committee.

Section 9.1.2. Responsibilities. 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:

- (a) adopt the budget;
- (b) amend or revise the articles of incorporation or bylaws; or
- (c) 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.
- (d) 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.

Section 9.1.3. 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.

Section 9.2. Other Committees. The Board may establish one (1) or more committees ("Board Committee"), and task groups and/or ad hoc committees as needed, in addition to the Executive Committee, having the authority of the Board in the management of the Council's affairs to the extent determined by the Board.

Section 9.2.1 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) The Board shall determine if members of any committee or task group shall be members of the board of directors and whether a Board member 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 9.2.1(a) or 9.2.1(b).

Section 9.3. Procedure. At all meetings of Board Committees, a majority of the Board Committee task group or ad hoc committee members shall be necessary and sufficient to constitute a quorum. The affirmative vote of a majority of the members present at a duly held meeting shall be sufficient for any action. A member shall not appoint a proxy for herself or himself, nor shall she or he serve as a proxy for another member. Meetings may be held in any manner and by any method that the Board may hold meetings as described in these Bylaws.

ARTICLE X

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 10.1. Standard of Care. It is the responsibility of each Director, Officer and Board Committee member of the Council to discharge his or her duties as a Director, Officer or Board Committee member in good faith, in a manner the person reasonably believes to be in the best interests of the Council, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10.2. Conflicts of Interest. 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 XI

FINANCE

Section 11.1. Fiscal Year. The fiscal year of the council shall be October 1 through September 30. (GSUSA strongly recommends that councils adopt a September 30 FY end.)

Section 11.2. 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 11.3. 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 11.4. 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 11.5. 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 11.6. 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 11.7. Property. Title to all property shall be held in the name of the council.

Section 11.8. 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 11.9. Financial Reports. A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.

Section 11.10. 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 XII **INDEMNIFICATION**

Section 12.1. In General. Subject to Section 12.2, 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 Board 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 12.2. Limitation on Indemnification. Indemnification pursuant to Section 12.1 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 12.3. Insurance. The Council may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 12.1.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any applicable state and federal laws.

ARTICLE XIV
CORPORATE SEAL

The Council shall not have a seal.

ARTICLE XV
AMENDMENT OF BYLAWS

Section 15.1. Amendment by the Board. Subject to the limitations below, the Board may amend these Bylaws at any Board meeting so long as 2/3 of those present approve the amendments. Proposed amendments must be included in the notice of the meeting at which the vote will be taken. The Board will notify all Voting Members of any Bylaws amendments within thirty (30) days. Notwithstanding any other provision of these Bylaws, the Board may not amend Article II, Article III, Article IV, or Article XV. The Board may propose amendments to all articles of these Bylaws, including Article II, Article III, Article IV, and Article XV, for consideration at any meeting of the Voting Members provided notice of the proposed amendments was included in the notice of the meeting.

Section 15.2. Amendment by the Voting Members. Subject to the limitations below, the Voting Members may amend these Bylaws at any meeting of the Voting Members so long as 2/3 of those present approve the amendments. Voting Members may propose Bylaws amendments when at least fifty (50) Voting Members representing at least thirty (30) Service Units sign, date, and deliver to the Chair of the Board or Treasurer of the Council, a request for such amendment to be considered by the Voting Members. Proposed amendments must be included in the notice of the meeting at which the vote will be taken.

ARTICLE XVI
DISSOLUTION

Upon the dissolution of the Council, the Board shall, after paying or making provisions for the payment of all the Council's liabilities, dispose of all the Council's assets exclusively for the Council's purposes as set out in Article 1 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 shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the Council's principal office 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

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

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

Amendment #3 – Revised by the Voting Members at the 2012 Annual Meeting, January 21, 2012

Amendment #4 – Revised by the Voting Members at the 2017 Annual Meeting, January 28, 2017

Amendment #5 – Revised by the Voting Members at the 2019 Annual Meeting, February 23, 2019