



Bylaws

Article I – The Corporation

A. Name

The name of the corporation is Girl Scouts of Oregon and Southwest Washington, Inc., hereinafter referred to as “council” or “corporation,” a not-for-profit corporation organized under the laws of the state of Oregon.

B. Purpose

The purpose of the council is 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.

C. Members

Individuals 14 years of age and older who are members of the Girl Scout Movement and who are currently registered through the council are eligible to be members of the corporation.

1. Composition

Members of the corporation shall consist of:

- a. Elected members of the board of directors.
- b. Members of the board development committee, if not otherwise members of the corporation.
- c. Delegates elected by geographic service units as defined by the board of directors.
- d. Individuals elected to serve as national council delegates.

2. Election and Term of Delegates

a. Procedure

Each geographic service unit shall elect delegates and alternates in accordance with policies and procedures established by the board of directors.

b. Number

- i. Each geographic service unit shall be entitled to at least two delegates.
- ii. Each geographic service unit is entitled to one additional delegate for every 250 girl members, based upon the number of girl members in the geographic service unit as of September 30 of each calendar year, according to a formula established and administered by the board of directors.

- d. Term and Vacancies
 - i. Delegates shall serve for a term of one year or until their successors are elected.
 - ii. Terms of office shall begin at the close of the meeting at which they are elected.

3. Responsibilities

The members of the corporation shall:

- a. Elect the officers of the council, the members-at-large of the board of directors, the members of the council board development committee and the delegates to the National Council of Girl Scouts of the United States of America and persons to fill vacancies among such delegates, should vacancies occur.
- b. Determine general lines of direction for Girl Scouting within the jurisdiction of the council by receiving and responding to reports and information from the board of directors.
- c. Vote on proposed amendments to the articles of incorporation and bylaws.
- d. Vote on all other action requiring a membership vote.
- e. Conduct such other business as may, from time to time, come before the members.

D. Meetings

1. Regular meetings

- a. Scheduling

The corporation shall conduct an annual meeting of the corporation membership between March 1 and May 31 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 or electronically transmitted to each member of the corporation not more than 45 nor less than 30 days prior to the meeting.
- 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 articles of incorporation and 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.

2. Special Meetings

a. Scheduling

A special meeting of the corporation membership may be called by the board chair and shall be called by the board chair upon the written request of a majority of the members of the board of directors then in office or by 60 members of the corporation, representing a majority of geographic service units. The purpose of the meeting shall be stated in the written request.

b. Notice

The date, time, place and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the corporation at least 10 days prior to the meeting.

3. Policy-Related Proposals to the Annual Meeting

Policy-related proposals directed toward the fostering and improvement of Girl Scouting that are acted upon by the members of the corporation shall be submitted according to the following procedures:

a. Policy-related proposals originated by the board of directors:

Such proposals shall be sent together with the recommendations of the board of directors with the notice of the annual meeting of the corporation. Action shall be taken on the proposals at the annual meeting.

b. Policy-related proposals originated by policy-influencing groups:

Such proposals shall be received by the board chair not less than 120 days prior to the next annual meeting of the corporation.

4. Quorum

The quorum for regular and special meetings shall be 25 percent of the 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 hear one another and participate in the proceedings, provided that a majority of the council's geographic service units shall have at least one elected delegate present or linked by telecommunication at each meeting.

5. Voting

a. Each member of the corporation shall be entitled to one vote.

b. No member shall vote in more than one capacity.

c. Unless otherwise designated by statute, the articles of incorporation of the council or these bylaws, all matters shall be determined by a majority vote.

d. Proxy and/or absentee voting shall not be allowed.

6. Elections

Election of officers, directors-at-large, board development committee members and national council delegates shall occur by one of the methods listed below. Only one method may be used for an election; there shall not be a combination of voting methods during an election.

a. The method of voting to be used during a particular election cycle shall be determined by the board of directors. The methods which may be used are:

- i. At the annual meeting by members 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; or
 - ii. By mail ballot in accordance with the procedure established by the board of directors. If this method is utilized, members shall be notified that election will be held by mail ballot at least 45 days prior to the annual meeting at which election results will be announced.
- b. A majority of ballots cast by mail in favor of an individual for a given position shall elect that individual, provided that at least the number of members required for a quorum at the annual meeting as specified in Article I, Section D.4, shall have cast a ballot.

Article II – National Council Delegates

A. Eligibility

Delegates and alternates to the National Council of the Girl Scouts of the United States of America 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.

B. Election

The delegates and alternates that 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 I of these bylaws within the time frame established by the Girl Scouts of the United States of America and shall serve a term of three years or until their successors are elected and assume office.

C. Vacancies

The board of directors or executive committee 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.

Article III – Board Development Committee

A. Composition

The board development committee shall be composed of at least seven and not more than nine members, at least three of whom shall be members of the board of directors and a majority of whom shall not be members of the board of directors, and the CEO of the council who shall serve as an ex officio non-voting member.

B. Election, Term and Vacancies

1. The committee members shall be elected by ballot in accordance with Article I of these bylaws for a term of two years 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.
2. Terms of office shall begin at the close of the annual meeting at which they are elected.
 3. No individual shall serve more than two consecutive terms as a member of the committee.
 4. 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.
 5. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors. The appointee shall serve until the next annual meeting at which time a permanent successor shall be elected to serve the remainder of the unexpired term.

C. Election, Term and Vacancy of Committee Chair

1. At its first meeting following the election, the committee shall elect from amongst its eligible members an individual to serve as chair of the committee.
2. An individual shall have served on the Board Development Committee for at least one year in order to be eligible for election to the position of chair.
3. The term of office for chair shall be two years.
4. No individual shall serve more than one term as chair of the committee regardless of how many years or terms the individual may be a member of the board development committee.
5. 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.
6. 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.
7. If not already a member of the board of directors, the chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.

D. Responsibilities

The responsibilities of the board development committee shall be:

1. To solicit and recruit candidates for elected positions in the council.
2. To provide to the membership a single slate for all positions for election, including officers, directors and board development committee members.
3. 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.
4. To verify nominations from the floor - Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - a. The individual to be nominated has consented in writing to serve if elected;
 - b. The nomination has been submitted to the chair of the board development committee, or her/his designee, at least seven days before the convening of the annual meeting for in-person elections or at least seven days prior to distribution of ballots for a mail election; and
 - c. The prospective nominee meets the qualifications for the office for which she/he is being nominated.

5. Recommend a maximum of two girl members, age 14 or older, to the board of directors to serve as advisors to the board.
6. To develop in conjunction with the board of directors:
 - a. Board orientation and education materials;
 - b. Board development materials;
 - c. Methods for identifying needed skills and talents for the corporation board of directors and committees;
 - d. Methods for succession planning; and
 - e. Board annual self-assessment materials.
7. To conduct board orientation and board development training sessions as needed and/or as directed by the board of directors.

E. Quorum

The quorum for meetings of the board development committee shall be a majority of the members, 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.

Article IV – Officers

A. Number and Title

The elected officers of the council shall be the board chair, first vice chair, second vice chair, secretary and treasurer.

B. Election, Term and Vacancies

1. The officers shall be elected by ballot in accordance with Article I of these bylaws for a term of two years 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.
2. Terms of office shall begin at the close of the annual meeting at which they are elected.
3. No individual shall serve more than three consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve three consecutive terms in the office of board chair regardless of the number of consecutive terms that individual shall have served in any office or offices other than board chair.
4. No individual shall hold more than one office at a time.
5. An officer who shall have served a half term or more in office shall be considered to have served a full term in the office.
6. In the event of a vacancy in the office of board chair, the vacancy shall be filled by the first vice board chair for the remainder of the term.
7. In the event of a vacancy in both the board chair and the first vice chair, or if the first vice chair is unwilling or unable to serve as board chair, the second vice chair shall fill the position of board chair for the remainder of the unexpired term.
8. A vacancy among the elected officers, other than the board chair and first vice chair, shall be filled by the board of directors. The appointee shall serve until the next

annual meeting at which time a permanent successor shall be elected to serve the remainder of the unexpired term.

C. Ex Officio Officers

1. 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.
2. The chief financial officer (CFO) shall be appointed by the CEO to serve at her/his pleasure and shall serve as an ex officio officer of the corporation without vote.

D. Duties of Officers

The officers shall perform the duties prescribed in this article and such other duties as are prescribed by action of the members of the council, the board of directors, the executive committee, the board chair and the adopted parliamentary authority.

1. The board chair shall:

- a. Be the principal officer of the corporation;
- b. Preside at all meetings of the council, the board of directors and the executive committee;
- c. Lead the board of directors in setting direction and overseeing the management and governance affairs of the corporation;
- d. Report to the council and the board of directors as to the conduct and management of the affairs of the corporation; and
- e. Serve as an ex officio member of all committees except the board development committee.

2. The first vice board chair shall:

- a. Assist the board chair as assigned;
- b. Preside at meetings of the council, the board of directors, or the executive committee in the absence or inability of the board chair, or when delegated the responsibility of presiding; and
- c. In the event of the vacancy in the office of board chair, succeed to the office for the remainder of the unexpired term.

3. The second vice board chair shall:

- a. Assist the board chair as assigned;
- b. In the event of the vacancy in both the offices of board chair and first vice board chair, succeed to the office of board chair for the remainder of the unexpired term.

4. The secretary shall:

- a. Ensure that proper notice is given for all meetings of the council, the board of directors and the executive committee;
- b. Ensure that minutes of all meetings of the council, the board of directors and the executive committee are kept; and
- c. Have responsibility for the seal of the corporation and ensure its safekeeping.

5. The treasurer shall:

- a. Provide effective stewardship and oversight of the corporation's finances; and
- b. Execute directives of the board of directors.

Article V – Board of Directors

A. Powers, Responsibilities and Accountabilities

1. Power and Authority

The board of directors shall have full power and authority over the affairs of the council between meetings of the council, except as otherwise provided in these bylaws or by statute.

2. Accountability

The board of directors is accountable to:

- a. 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;
- b. The Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements;
- c. The state of incorporation for adherence to state corporation law;
- d. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

B. Composition

1. The board of directors shall consist of the elected and ex officio officers of the corporation and 16 directors-at-large representing the geographic diversity of the council. No more than 50 percent of the total number of members at large shall reside in any single geographic region of the council, as defined by the board of directors.

2. Ex-officio Members

- a. If not already a member of the board of directors, the board development committee chair shall serve as an ex officio member of the council board of directors, with all the rights and responsibilities of other board members.
- b. A maximum of two girl members, age 14 or older, may be appointed by the board of directors, upon recommendation of the board development committee, as advisors to the board. Girl members shall be non-voting. Girl members shall serve for a one year term and may be reappointed.

C. Election and Term

1. The directors-at-large shall be elected by ballot in accordance with Article I of these bylaws for a term of two years 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.

2. Terms of office shall begin at the conclusion of the annual meeting at which they are elected.
3. The term of office of one-half of the directors-at-large shall expire at each annual meeting of the council.
4. No individual shall serve more than three consecutive terms as a director-at-large.
5. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

D. Vacancies

A vacancy occurring in a position of director-at-large shall be filled by the board of directors. The appointee shall serve until the next annual meeting at which time a permanent successor shall be elected to serve the remainder of the unexpired term.

E. Regular Meetings

1. Scheduling
The board of directors shall hold at least four regular meetings a year at such time and place as the board may determine.
2. Notice
Notice of the date, time and place of each board meeting shall be given personally or mailed or electronically transmitted to each member of the board of directors at least 10 days prior to the meeting.

F. Special Meetings

1. Scheduling
Special meetings may be called by the board chair and shall be called by the board chair upon the written request of at least a majority of the board members.
2. Notice
Notice of the date, time, place and specific purpose of the meeting shall be given personally or mailed or electronically transmitted to each member of the board at least 48 hours prior to the meeting.

G. Quorum

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

H. Voting

1. Each member of the board shall be entitled to one vote.
2. No member shall vote in more than one capacity.
3. Unless otherwise designated by statute, the articles of incorporation of the council or these bylaws, all matters shall be determined by a majority vote.
4. Proxy and/or absentee voting shall not be allowed.

I. Action Without Meeting

Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken by all of the directors. Any action taken without a

meeting shall be evidenced by one or more written consents signed by each director (which signature may occur electronically in the manner described in ORS 65.341) and shall be maintained with the minutes of the board.

J. Removal

1. Any board member, including officers, who is absent from three consecutive board meetings in their entirety without good cause acceptable to the board chair or designee, may be removed from the board by vote of a majority of the board members then in office at any regular meeting of the board and shall be notified of that effect.
2. Any board member, including officers, may be removed with or without cause by a majority vote of the members present at a meeting at which a quorum is present.

Article VI – Executive Committee

A. Composition

The executive committee shall consist of the elected officers of the corporation. The CEO and the CFO shall each serve as an ex officio member without vote.

B. Responsibilities

1. 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:
 - a. Adopt the budget;
 - b. Amend or repeal the articles of incorporation or bylaws;
 - 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. Authorize a distribution;
 - e. Approve or recommend to members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; or
 - f. Elect, appoint or remove directors or fill vacancies on the board or on the executive committee.
2. Report
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.

C. Meetings

1. Scheduling
The executive committee shall meet as needed at the call of the chair or upon written request of at least five members of the executive committee.
2. Notice
Notice of the date, time and place of each meeting shall be provided at least 48 hours in advance of the meeting.

D. Quorum

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

Article VII – Chief Executive Officer

A. Appointment

There shall be a chief executive administrator known as the chief executive officer. The chief executive officer shall be appointed by the board of directors.

B. Responsibilities

The chief executive officer shall be the chief administrator of the council; shall be responsible for providing advice and assistance to the council, the board of directors, the board chair and other officers and the board committees. The chief executive officer shall be responsible for administering the total operations of the council. The chief executive officer shall have such other powers and perform such other duties as may be provided by the board of directors.

The chief executive officer shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of directors.

Article VIII – Board Committees

A. Establishment

The board of directors may establish standing and special committees and/or task groups, and/or ad hoc committees as needed, which shall operate under the general supervision of the board of directors, to advise and make recommendations regarding the subject matter of their purview.

B. Appointment

1. The chair of any committee, task group or ad hoc committees shall be appointed by the board chair, subject to the approval of the board of directors.
2. Members of any committee, task group or ad hoc committee shall be appointed by the board chair in consultation with the chair of the respective committee or task group.
3. At least one member of any committee or task group shall be a member of the board of directors.
4. Appointments to committees and task groups shall be for one year unless a different term is specified by the board of directors at the time of appointment.
5. Vacancies in any committee or task group shall be filled by the board chair in accordance with Section B.1 or B.2 of this Article.

C. Quorum

The quorum for meetings of any committee or task group shall be a majority of the members, 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.

Article IX – Fiscal Responsibilities of the Board of Directors

A. Fiscal Year

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

B. 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.

C. 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.

D. 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.

E. 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.

F. 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.

G. Property

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

H. 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.

I. Financial Reports

A summary report of the financial condition of the council shall be presented to the membership at the annual meeting.

J. Investments

The funds of the council shall be invested in accordance with the policy established by the board of directors.

K. Legal Counsel

Independent legal counsel shall be retained by the board of directors to:

1. Ensure compliance with federal and state requirements;
2. Review and advise on any, and all, legal instruments the council executes such as leases, contract, property purchase or sale; and
3. Review and advise on other issues that may have legal implications for the council.

Article X – Indemnification

A. Indemnification

The corporation shall defend, indemnify and hold harmless to the fullest extent permitted by the Oregon Nonprofit Corporation Act each director and uncompensated officer of the corporation now or hereafter serving as such, against any and all claims and liability to which such officer or director has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or director in such capacity.

B. Expenses

The corporation shall further defend, indemnify and hold harmless each director or uncompensated officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney’s fees, court costs, litigation expenses, witness fees, expert witness fees and all other costs or expenses actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may be asserted against any such director or officer whether or not litigation is commenced.

C. Limitation on Indemnification and Expense Reimbursement

No such director or officer shall be indemnified against or be reimbursed for any expense incurred in relation to matters to which it is adjudged in any action, suit or proceeding that any such director or officer is liable to the corporation for: (a) breach of duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; or (e) any act or omission in violation of ORS 65.361 to 65.367. The amount paid to any director or officer by way of indemnification shall not exceed the person’s actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, and any determination so made shall be binding on the indemnified director or officer. The rights of indemnification and reimbursement for expenses hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

Article XI – Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the council.

Article XII – Amendments

These bylaws may be amended by a two-thirds votes of those members 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 at which a quorum is present, provided that the proposed amendments shall have been included with the notice of the meeting.