

**AMENDED AND RESTATED BYLAWS
OF
GIRL SCOUTS HEART OF THE HUDSON, INC.**

ARTICLE I
Name, Purposes, and Offices

Section 1.1 **Name.** The name of the corporation is Girl Scouts Heart of the Hudson, Inc., referred to herein as the "Council."

Section 1.2 **Purposes and Powers.** The purposes and powers of the Council shall be those set forth in the Council's Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.

Section 1.3 **Offices.** The principal office of the Council shall be located at 2 Great Oak Lane, Pleasantville, NY 10570, in Westchester County, New York. The Council may maintain additional offices at such other places within or without New York State as the Board of Directors (hereinafter "Board") may determine from time to time.

ARTICLE II
Membership

Section 2.1 **Membership.** Persons who are members of the Girl Scout Movement and are registered with the Council are members of the Council, but only members 16 years of age and older are eligible to be Delegates. Employees are not eligible to vote. Only the following members shall be entitled to vote at the Annual Meeting and special meetings of the Council (referred to herein as "Delegates"):

- A. Each service unit may select no less than two Delegates and such additional Delegates and alternative Delegates as determined by the Board based upon the girl membership of the service unit as of September 30 of each year. The number of Delegates may be adjusted annually to assure compliance with Section 2.1E below. Delegates shall have a term of three years and until their successors are selected. Service units may fill the unexpired terms of Delegates who resign or do not perform their duties, or are no longer members of the Girl Scout Movement through the Council.
- B. Up to five (5) Delegates-at-large selected by the Board Development Committee if it is determined that there is a segment of membership that is substantially unrepresented among the Delegates selected by the service units and would therefore have no voice in the policy decisions of the Council without such Delegate-at-large representation.
- C. Directors of the Board and members of the Board Development Committee, all of whom shall be ex-officio Delegates.
- D. National Council Delegates who are of voting age.

E. The total number of Delegates shall not be less than 200, and the maximum shall be a number that does not exceed one percent (1%) of the total girl membership of the Council as of September 30 of each year. At least two-thirds (2/3) of the Delegates shall be selected by the service units. All Delegates shall serve only for the term to which they have been selected and only for as long as they are registered with the Girl Scout Movement through the Council. A record of the names of the Delegates shall be prepared by the Secretary of the Council no more than 50 and no less than 10 days prior to the date of the Annual Meeting (hereinafter "Record Date").

Section 2.2 **Meetings.** There shall be an annual meeting of the Delegates (the "Annual Meeting") for the election of a slate of nominees approved by the Board Development Committee pursuant to Sections 3.5 of Article III; to receive the annual report of the Treasurer described in Section 6.9(E) of Article VI; and to conduct the transaction of such other business as may come before the Delegates. The Annual Meeting shall be held each year between April 1 and May 30 at the place, time, and date as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board.

Section 2.3 **Service Unit Proposals.** Any service unit wishing to propose an agenda item at the Annual Meeting, which would affect the total membership, may submit such a proposal in writing to the Board no later than forty-five (45) days prior to the Annual Meeting. The Board in its sole discretion shall determine whether such a proposal shall be an agenda item, provided, however, in the event a proposal is submitted by a majority of the service units, the Board must make the proposal an agenda item either for discussions or for delegate vote. If approved by the Board, such proposals shall be sent for consideration prior to the Annual Meeting together with the recommendations of the Board in the same manner as notices provided in Section 2.5 of this Article.

Section 2.4 **Special Meetings.** Special meetings of the Delegates shall be held whenever called by resolution of the Board, the President of the Board, or by a written demand to the Secretary of ten percent (10%) of the total number of Delegates as of the Record Date, provided that such written demand is made not less than two (2) months or more than three (3) months prior to the date of the special meeting. Upon receiving the resolution or written demand, the Secretary shall give prompt notice of such meeting as provided in Section 2.5 of this Article.

Section 2.5 **Notice of Meetings.** Written notice stating the place, date, and time of any Delegate meeting shall be given to each Delegate as of the Record Date by personal delivery; or by first class mail, postage prepaid, at his or her address as it appears in the records of the Council; or by facsimile or e-mail, at his or her facsimile number or address as it appears in the records of the Council. For any meeting other than the Annual Meeting, the notice shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting also shall indicate the purpose or purposes for which the meeting is called. Notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice shall be deemed to have not been given if the Council is unable to deliver two consecutive notices to a Delegate via facsimile or e-mail, or otherwise becomes aware that notice cannot be delivered to a Delegate via facsimile or e-mail. Notice of meetings need not be

given to any Delegate who submits a waiver of notice before or after the meeting to the Secretary or President of the Council. Waiver of notice may be submitted in person, by proxy, in writing, or via facsimile or e-mail. The attendance of a Delegate at a meeting shall constitute a waiver of notice by such Delegate.

Section 2.6 **Quorum and Adjournment of Meetings.** At all meetings of the Delegates, the presence, in person or by proxy, often percent (10%) of the total number of Delegates as of the Record Date shall constitute a quorum for the transaction of business, provided, however, that a majority of service units shall have at least one delegate present in person or by proxy. In the absence of a quorum, the Delegates present may adjourn the meeting. When a meeting is adjourned to another time and/or place, notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting only such business may be transacted that might have been transacted on the original date of the meeting.

Section 2.7 **Organization of Meetings.** The President shall preside at all meetings of the Delegates or, in the absence of the President, a Vice President shall preside in order of rank. The Secretary shall act as secretary at all meetings of the Delegates, or, in the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 2.8 **Voting.** At any meeting of the Delegates, each Delegate present, in person or by proxy, shall be entitled to one (1) vote.

Section 2.9 **Proxy.** Every Delegate authorized to vote at a meeting, or to express consent or dissent without a meeting may authorize another Delegate or the Secretary to act for such Delegate by proxy at that meeting or any adjournment thereof. A proxy may be authorized by the Delegate in a signed writing or an e-mail in a form specified by the Board and sent to the Council office. No proxy shall be valid at any other meeting. Every proxy shall be revocable at the pleasure of the Delegate executing it, except as otherwise provided by law. All proxies must arrive in the Council office in writing or by email no less than five (5) days prior to the meeting.

Section 2.10 **Action by the Delegates.** Except as otherwise provided by statute, or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Delegates shall be the act of the Delegates. Action may be taken without a meeting if all Delegates as of the Record Date consent to the adoption of a resolution authorizing the action. Such consent shall set forth the action so taken and shall be submitted in writing or via e-mail, facsimile, or other electronic means. The resolution and consents thereto shall be filed with the minutes of the proceedings.

Section 2.11 **Special Actions Requiring Vote of Delegates.** The following corporate actions may not be taken without approval of the Delegates:

A. A plurality of the votes cast at a meeting of the Delegates is required for the election of Directors of the Council;

B. A majority of the votes cast at a meeting of the Delegates is required for any amendment of or change to the Certificate of Incorporation or these Bylaws;

C. Two-thirds of the votes cast at a meeting of the Delegates is required for:

(1) A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Council;

(2) A plan of merger, consolidation, or dissolution; or

(3) Revocation of a voluntary dissolution proceeding;

Provided, however, that the affirmative votes cast in favor of any action described in this subsection (C) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE III ***Board Development Committee***

Section 3.1. Composition. There shall be a Board Development Committee of the Council consisting of at least three (3) and not more than nine (9) members of the Council. Less than half of the members shall be elected from the Board and the balance shall not be Directors. The Chief Executive Officer shall be an ex officio member, who shall not have the right to vote nor count toward a quorum.

Section 3.2. Method of Election, Terms, and Vacancies. The terms of the members of the Board Development Committee shall be staggered by dividing the total number of members into three equal as possible classes. At each Annual Meeting, nominees for the Committee shall be elected by the Delegates to replace those members whose terms are expiring. The Board may fill vacancies until the next Annual Meeting. No member shall serve more than two (2) consecutive full three-year terms. Such member may serve again after a hiatus of at least one (1) year. If the number of members is changed in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of members in order to maintain the number of members in each class as nearly equal as possible.

Section 3.3. Selection and Term of Board Development Chair. The Chair of the Committee shall be appointed by the President from among the Committee members for a term of one (1) year and may serve no more than two (2) consecutive terms as Chair. Such Director may serve as chair again after a hiatus of one (1) year.

A vacancy in the office of the Chair shall be filled by the President for the remainder of the unexpired term. If not a Director of the Board, the Chair shall serve as an ex-officio member of the Board, with the right to vote and all other rights and responsibilities of

other Directors.

Section 3.4. **Quorum.** A majority of the members of the Committee shall be present (in person or Linked by telecommunication or by means such that all members participating in the meeting are able to hear one another) to constitute a quorum for the transaction of business.

Section 3.5. **Responsibilities.** The Committee is responsible to the membership of the Council for:

A. Presenting at the Annual Meeting a single slate of qualified nominees for Officers of the Council, Directors of the Board, and nominees for the Board Development Committee. Officers of the Council are Directors of the Board and serve as Officers thereof.

B. Presenting at the Annual Meeting held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America a single slate of nominees for delegates to the National Council and a single slate of alternates to fill vacancies among elected delegates, should vacancies occur. Such delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are fourteen (14) years of age or over and who are registered through the Council; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

C. Presenting qualified candidates to the Board to fill any vacancies among the Directors, the Board Development Committee; until the next Annual Meeting and delegates and alternates to the National Council of Girl Scouts of the United States of America.

D. Working in conjunction with key leadership of the Board to design and provide orientation to new Directors, ensure a continuing education program for all Directors, and oversee periodic assessment of the Board's performance.

E. Selecting up to 5 Delegates at large to pursuant to section 2.1B.

Section 3.6. **Additional Nominations.** Nominations may be made from the floor at the Annual Meeting, provided that the eligibility of the nominee has been established and is in accordance with these Bylaws, and the written consent of such individuals has been secured and submitted along with their qualifications, to the Secretary at the Council office at least seventy-two (72) hours prior to the start of the Annual Meeting.

Section 3.7. **Removal.** Any member of the Board Development Committee may be removed for cause or without cause at any time by the affirmative vote of a majority of the members present, in person or by proxy, at a meeting of the Committee; provided that there is a quorum at such meeting and that notice of the proposed action shall have been transmitted to all members, in accordance with Section 2.5 of these Bylaws.

Section 3.8. **Procedures.** Unless otherwise provided in this Article, Sections 4.8 through 4.15 of these Bylaws shall apply.

ARTICLE IV

Board of Directors

Section 4.1 **Power of the Board.** The Board shall be responsible for the business, property, affairs, and activities of the Council, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws. The Board is accountable: to the membership for managing the affairs of the Council; to the Board of Directors of Girl Scouts of the United States of America for compliance with the Council's Charter requirements; and to local, state and federal authority for compliance with applicable laws and regulations. The Board may retain advisors, consultants, and experts, as it deems appropriate.

Section 4.2 **Qualifications of Directors.** Each Director shall be at least sixteen (16) years old. A Director need not be a resident of New York State.

Section 4.3 **Number of Directors.** The Board shall consist of a minimum of the five (5) Officers, the Chair of the Board Development Committee, and a maximum total of eighteen (18) Directors. Up to two (2) Directors may be registered Girl Scouts in grades 10-12 ("Girl Directors"). Within these specified limits, the number of Directors may be increased or decreased by action of the Board or the Delegates, provided that no decrease shall shorten the term of any incumbent Director. The term "Entire Board" means the number of Directors who were in office as of the most recently held election of the Directors at the Annual Meeting. Directors appointed by the Board, and any Director whose term has not expired. The Chief Executive Officer shall be an ex officio member of the Board, who shall not have the right to vote nor count toward a quorum.

Section 4.4 **Election and Term of Directors.** The terms of all Directors shall be staggered by dividing the total number of Directors into three (3) equal as possible classes. At each Annual Meeting, persons shall be nominated and elected by the Delegates to replace those Directors whose terms are expiring, each Director thereafter to serve a term of three (3) years and until his or her successor is elected. If the number of Directors is changed by the Board or the Delegates in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of Directors in order to maintain the number of Directors in each class as nearly equal as possible.

No Director shall serve more than two (2) consecutive full three (3) year terms. Such director may serve again after a hiatus of at least one (1) year.

A Girl Director shall be elected for a one (1) year term.

Section 4.5 **Vacancies and Newly Created Directorships.** Vacancies occurring in the Board for any reason and newly created Directorships resulting from an increase in the authorized number of Directors shall be filled by a majority of the Directors then in office. Each Director so elected shall serve until the next Annual Meeting or until his or her successor is elected.

Section 4.6 **Resignation.** Any Director may resign at any time by delivering notice to the President or the Secretary in writing or by e-mail or facsimile. The resignation shall take

effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.7 **Removal.**

- A. By Delegates. Any one or more of the Directors may be removed for cause or without cause at any time by the affirmative vote of a majority of the Delegates present, in person or by proxy, at a regular meeting or special meeting of the Delegates called for that purpose; provided that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all Delegates in accordance with Section 2.5 of these Bylaws.
- B. By Directors. Any one or more of the Directors may be removed for cause or without cause at any time by the affirmative vote of a majority of the Directors present at a regular meeting or special meeting of the Delegates called for that purpose; provided that there is a quorum not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all Directors at least seven (7) days before said meeting.

Section 4.8 **Meetings.** Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or by any Director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting.

Section 4.9 **Notice of Meetings.** Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be either: (1) sent via e-mail or facsimile to each Director, at his or her e-mail address or facsimile number as it appears in the records of the Council, at least five (5) days before the day of the meeting; or (2) mailed to each Director, postage prepaid, at his or her address as it appears in the records of the Council, at least seven (7) days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters requiring prompt action, notice of special meetings may be given to each Director in person or by telephone, e-mail, or facsimile, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of any adjourned meeting shall be given to any Director who was not present at the time of the adjournment, and to the other Directors, if the time and place of the adjourned meeting were not announced at the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice, in writing or via e-mail or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 4.10 **Quorum.** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, at each meeting of the Board, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those Directors present may adjourn the meeting until

such a quorum is present.

Section 4.11 **Participation in Meetings via Technology.** Any one or more Directors may participate in any meeting of the Board or any committee thereof by means of a conference

telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 4.12 **Action at a Meeting.** Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Council;
- B. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Council;
- C. A plan of merger, consolidation, or dissolution; and
- D. Revocation of a plan of voluntary dissolution.

Section 4.13 **Action without a Meeting.** Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all Directors of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.14 **Organization of Meetings.** At each meeting of the Board, the President, or, in the President's absence, a Vice President in order of rank shall preside. The Secretary shall act as secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the Council. In the absence of the Secretary, the presiding officer of the meeting shall appoint a secretary of the meeting.

Section 4.15 **Compensation of Directors.** The Council shall not pay any compensation to Directors for their services as Directors, except that Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Council. Subject to the Council's conflict of interest policy and applicable law, Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Council pursuant to authorization by the Board.

ARTICLE V

Committees

Section 5.1 **Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may establish committees of the Board, each consisting of no less than three (3) Directors. Persons of any age who are not Directors may serve on committees. The President shall appoint the chairs who shall be Directors and members of the committees with the approval of either the Board or the Executive Committee.

A. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no such committee shall have authority as to the following matters:

- (1) The filling of vacancies in the Board or in any committee;
- (2) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (3) The amendment or repeal of any resolution of the Board which by its terms shall not be amended or repealed;
- (4) The sale, lease, exchange, or other disposition of all or substantially all the assets of the Council; or
- (5) The adoption of any plan of merger, consolidation, or dissolution of the Council.

B. Sections 4.8 through 4.15 of these Bylaws shall apply to committees of the Board.

C. Each committee member shall serve at the pleasure of the Board. The Board may designate one (1) or more Directors as alternate members of any committee of the Board, who may replace any absent committee member at any meeting of such committee. Any vacancies occurring on a committee of the Board may be filled at any meeting of the Board.

D. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the Council.

E. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any Director of his or her duty to the Council under Section 717 of the New York Not-for-Profit Corporation Law or as amended (Duty of Directors and Officers).

Section 5.2 **Executive Committee.** The Executive Committee shall include the Officers and may include up to two (2) Directors elected by the Board. The Chief Executive Officer shall serve ex-officio without privilege of vote. The President shall be Chair. Subject to Section 5.1 hereof, the Executive Committee shall have the powers of the Board between meetings, except that the Executive Committee shall not have the power to adopt or amend the budget, or to 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. The Executive Committee shall submit reports to the Board on actions taken at the next regular meeting of the Board.

ARTICLE VI

Officers

Section 6.1 **Officers.** The Officers of the Council and the Board shall be

a President, First and Second Vice Presidents, a Secretary, a Treasurer, and such other Officers with such titles as the Board shall determine, each of whom shall serve at the pleasure of the Council and the Board. The Chief Executive Officer shall be chosen by and shall serve at the pleasure of the Board.

Section 6.2 **Election, Term of Office, and Qualifications.** The Officers other than the Chief Executive Officer shall be elected at the Annual Meeting. Each elected Officer shall hold office for a term of one (1) year and until the Officer's successor is elected. An Officer may serve no more than three (3) consecutive terms in a particular office. One person may hold and perform the duties of more than one office, except no person may serve as both President and Secretary or President and Treasurer. No employee of the Council shall serve as an Officer. All Officers shall be subject to the supervision and direction of the Board.

Section 6.3 **Resignation.** Any Officer may resign at any time by delivering written notice to the President or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 **Removal.** Any Officer may be removed by the Board at any time, with or without cause.

Section 6.5 **Vacancies.** A vacancy in any office except that of President arising from any cause shall be filled for the unexpired portion of the term by the Board. In the case of a permanent vacancy in the office of President, as determined by the Board, the Vice Presidents will succeed in order of their rank until the next Annual Meeting.

Section 6.6 **Powers and Duties of President.** The President shall preside at all meetings of the Council and the Board. The President shall have and exercise general charge and supervision of the affairs of the Council. The President shall be responsible for seeing that the lines of direction given by the Delegates and the actions of the Board are carried into effect, and for reporting to the membership and to the Board on the conduct and management of the affairs of the Council. The President may appoint a parliamentarian for the Annual Meeting or special meetings of the Council. The President shall be ex-officio a member of all committees established by the Board, and shall perform such other duties as are assigned by the Board, by these Bylaws, or by law.

Section 6.7 **Powers and Duties of Vice Presidents.** At the request of the President, or in the event of the President's absence or inability to act, a Vice President in order of rank shall perform the duties, possess, and exercise the powers of the President. A Vice President shall have such other powers and perform such other duties as the President or the Board may assign to the Vice President.

Section 6.8 **Powers and Duties of Secretary.** The Secretary shall:

- A. Record and keep the minutes of all meetings of the Board and the Council;
- 8. Ensure that all notices and reports are duly given or filed in accordance with these Bylaws or as otherwise required by law;
- C. Be custodian of the Board and the Council records as required by Section 7.3; and
- D. In general, perform all duties incident to the office of Secretary and such other duties as the President or the Board may assign to the Secretary.

Section 6.9 Powers and Duties of Treasurer. The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all financial records, funds, and securities of the Council;
- 8. Render a statement of the condition of the finances of the Council whenever required by the Board;
- C. Ensure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Council's Form 990 and state charitable solicitation registrations;
- D. In general, perform all the duties incident to the office of Treasurer, and such other duties as the President or the Board may assign to the Treasurer; and
- E. At the Annual Meeting, render a report of the Council's accounts showing in appropriate detail:
 - (1) The assets and liabilities of the Council as of the fiscal year terminating prior to the meeting;
 - (2) The principal changes in assets and liabilities during that fiscal year;
 - (3) The revenues or receipts of the Council, both unrestricted and restricted to particular purposes during said fiscal year; and
 - (4) The expenses or disbursements of the Council, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the Annual Meeting, and may consist of a verified or certified copy of any report by the Council to the Internal Revenue Service or the Attorney General of the State of New York, which includes the information specified herein.

Section 6.10 Powers and Duties of Chief Executive Officer. The Chief Executive Officer shall be responsible for the administrative and executive management of the affairs of the Council; providing professional advice to the Board, the President and other Officers, and the

Committees and task groups; and shall be responsible for administering the total operations of the Council. The Chief Executive Officer shall have the authority to employ, compensate, and release all employed staff in accordance with policies established by the Board. The Board may delegate to the Chief Executive Officer any other powers and duties which are delegable as a matter of law.

ARTICLE VII ***Financial Matters and Records***

Section 7.1 **Fiscal Year.** The fiscal year of the Council shall October 1 to September 30.

Section 7.2 **Execution of Instruments.** The Board shall select the banks or depositories it deems proper for the funds of the Council. The Board from time to time shall determine who shall be authorized and in what manner on the Council's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.3 **Books and Records.** There shall be kept at the office of the Council correct and complete books and records of the accounts, activities, and transactions of the Council, Board, and Committees. These records shall include a current list of the Directors and Officers of the Council and their addresses, and a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Delegates, Board, and committees. Any of the books, records, and minutes of the Council may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 7.4 **Budget.** The annual budget of estimated income and expenditures shall be prepared by the Chief Executive Officer and approved by the Board. No expenses shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.

Section 7.5 **Audits.** A certified public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board and to the Girl Scouts of the United States of America.

Section 7.6 **Contributions and Investments.** Any contributions, bequests, and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions and for all investments must be established by the Board.

Section 7.7 **Prohibition against Loans .** The Council is prohibited from making any loan to any Director or Officer of the Council.

ARTICLE VIII

Advisors

Section 8.1 **Powers of Advisors.** The Board may appoint any number of persons as advisors of any age, to act either singly or as a committee or committees of the Council. Each advisor shall hold such appointment at the pleasure of the Board and shall have only such authority or obligations as the Board may determine.

Section 8.2 **Advisory Council.** The Board, by resolution adopted by a majority of the Entire Board, may designate an Advisory Council, consisting of persons who are interested in the purposes and principles of the Council. The Advisory Council and each member thereof shall serve at the pleasure of the Board. Members of the Advisory Council shall not be required to attend meetings of the Board and shall not be entitled to vote on matters under consideration by the Board. The Advisory Council shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Council contractually.

ARTICLE IX

Directors' Conflicting Interest Transactions

Section 9.1 **Conflicts of Interest; Adoption of Policy.** The Council shall adopt a conflict of interest policy as required by Section 71 5-a of the New York Not-For-Profit Corporation Law as amended, to ensure that its Directors, Officers, and key employees act in the Council's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the New York Not-For-Profit Corporation Law and Section 4958 of the Internal Revenue Code as amended. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by Directors, as provided in Sections 715 and 715-a of the New York Not-For-Profit Corporation Law as amended and relevant regulations of the Internal Revenue Service.

Section 9.2 **Annual Review of Policy; Disclosure Statements.** The conflict of interest policy shall be reviewed by the Board at least annually. Prior to election or appointment and annually thereafter, each Director shall be required to complete a disclosure statement identifying, to the best of the Director's knowledge, any entity of which such Director is an Officer, Director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Council has a relationship, and any transaction in which the Council is a participant and in which the Director might have a conflicting interest. These statements shall be collected by the Secretary and kept on file at the Council's office. Any additions or other changes to these statements shall be made by the Director in writing as they occur.

ARTICLE X

Indemnification and Insurance

Section 10. **Indemnification.** To the fullest extent permitted by law, the Council shall indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a Director,

Officer, employee, or agent of the Council, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 10.2 **Expenses.** The Council may pay expenses as incurred by any person described in Section 10.1 of this Article in connection with any action, suit, proceeding or inquiry described in Section 10.1; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Council of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

Section 10.3 **Insurance.** The Council shall purchase and maintain all insurance policies deemed to be in the best interest of the Council, including insurance to indemnify the Council for any obligation or expense which it incurs as a result of its indemnification of Directors, Officers, employees and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

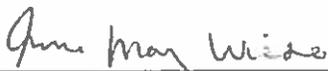
ARTICLE XI *Parliamentary Authority*

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council, the Board, and all committees.

ARTICLE XII *Amendments to Bylaws*

Subject to the notice requirements of Section 2.5, these Bylaws may be adopted, amended, or repealed in whole or in part at any meeting of the Council, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast.

Adopted April 13, 2019



Secretary
Board of Directors