



**BYLAWS OF
GIRL SCOUTS HEART OF THE HUDSON, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be Girl Scouts Heart of the Hudson, Inc., hereinafter referred to as “council” or “corporation”, a not-for-profit corporation organized under the Not-for-Profit Law of the State of New York.

**ARTICLE II
PURPOSE**

The purpose of the corporation 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 (“GSUSA”).

**ARTICLE III
VOTING MEMBERS**

Section 1. Eligibility

Individuals 14 years of age and over who are members of GSUSA currently affiliated with the council and in good standing with the council are eligible to be voting members of the corporation.

Section 2. Composition

- A. Voting members of the corporation shall consist of:
 - i. elected members of the board of directors, if not otherwise voting members of the corporation;
 - ii. members of the board development committee, if not otherwise voting members of the corporation;
 - iii. delegates as selected by service units in accordance with the procedures established by the board of directors;
 - iv. delegates-at-large appointed by the board of directors; and
 - v. delegates of the National Council of the GSUSA (“National Delegates”), as elected pursuant to Article XI.
- B. Provided always at least two-thirds of the voting members of the corporation shall be those delegates elected by service units.

Section 3. Service Unit Delegates and Delegates-at-Large

- A. *Number.*
 - i. Each service unit shall be entitled to two (2) delegates and two (2) alternates.

- ii. Upon the nomination of the board development committee, the board of directors may appoint a maximum of seven (7) delegates-at-large if the board development committee determines that there is a segment of membership that is underrepresented by the service unit delegates and therefore would have no voice in the policy decisions of the corporation without such delegate-at-large representation.
- B. *Term and Vacancies.* Delegates-at-large and service unit delegates shall serve for a term of three (3) years or until their successors are appointed and assume office. Terms of office shall begin immediately upon appointment or at such other time as designated in writing by the appointing body.
- C. *Meetings.* Each membership year the president shall call one (1) Annual Meeting of the voting members of the corporation, to be held in February or March, and a minimum of two (2) additional meetings, to be held in April or May and November.

ARTICLE IV
BOARD DEVELOPMENT COMMITTEE

Section 1. Membership and Relationship to Board

The board development committee shall be a committee of the corporation, composed of seven (7) or nine (9) committee members, at least three (3) of whom shall be members of the board of directors provided a majority of the committee shall not be members of the board of directors. The chief executive officer (“CEO”) of the corporation shall serve as an ex officio nonvoting member. The president of the board of directors may not serve as an ex officio nonvoting member but may attend meetings by invitation of the chair of the committee.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article V of these bylaws for a term of three (3) years. If there is only a single candidate for office, the election may be held by acclamation.
- B. The terms of the members of the committee shall be staggered by dividing the total number of members into three (3) classes, as equal as possible; one class shall expire at each annual meeting of the corporation.
- C. Terms of office shall begin at the conclusion of the annual meeting at which the nominee is elected and continue until a successor is elected and assumes office.
- D. No individual shall serve as a member of the committee for more than two (2) consecutive terms.
- E. An individual who shall have served a half term or more shall be considered to have served a full term.
- F. Subject to Section 1 above, in the event of a vacancy in any position, including the chair of the committee, the vacancy shall be filled by the board of directors from

nominations submitted by the board development committee for the remainder of the unexpired term.

Section 3. Election and Term of Committee Chair

- A. The chair of the board development committee shall be appointed by the president from among the elected members of the board development committee, but such appointment shall be subject to the approval/ratification of the board of directors. A member of the Board Development Committee shall have served on the board development committee for at least one (1) year in order to be eligible for appointment to the position of chair. The term of office for the chair shall be two (2) years.
- B. No individual shall serve more than two (2) terms as chair during their lifetime regardless of how many years or terms the individual may be a member of the board development committee.
- C. 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.
- D. If not already a member of the board of directors, the chair shall serve as an ex officio nonvoting member of the board of directors.

Section 4. Responsibilities

The responsibilities of the board development committee shall be:

- A. to solicit and recruit candidates for directors of the board, officers of the board, board development committee members, National Delegates, and alternate National Delegates;
- B. to provide to the voting members of the corporation a single slate for all positions for election;
- C. to provide to the voting members of the corporation, in accordance with the time frame established by GSUSA, a single slate of National Delegates and alternate National Delegates;
- D. to develop in conjunction with the board of directors:
 - i. board orientation and education materials;
 - ii. board development materials;
 - iii. methods for identifying needed skills and talents for the board of directors and committees;
 - iv. methods for board succession planning; and
 - v. board self-assessment process;
- E. to plan board orientation and board development training sessions as needed and/or as directed by the board of directors; and

- F. to oversee periodic assessment of the board of directors' performance.

Section 5. Nominations from the Floor

A. *Balloting at Annual Meeting.*

Balloting for elected positions shall be done at the annual meeting; nominations for any of the elected positions of the corporation may be made from the floor, provided:

- i. the individual to be nominated has consented in writing to serve if elected;
- ii. the nomination has been submitted to the chair of the board development committee, or their designee, no later than 5:00 pm (Eastern time) three (3) business days before the convening of the annual meeting; and
- iii. the prospective nominee meets the following qualifications for the office for which they are being nominated:
 - a. 16 years of age or over;
 - b. has the ability to pass a background check; and
 - c. is a registered member of the GSUSA, affiliated with the council and in good standing with the council, at the time of election and throughout the term of service

Provided that verification that the chair of the board development committee or designee has received the nominee's written consent to serve if elected in accordance with this Section.

Section 6. Quorum

A majority of members of the committee shall be present in person, or linked by telecommunication by means such that all members participating in the meeting are able to contemporaneously hear and/or read and participate in each other's communications during the proceedings, to constitute a quorum for the transaction of business of the committee.

**ARTICLE V
MEETINGS**

Section 1. Annual Meeting

A. *Scheduling.*

- i. Each membership year the president shall call one (1) Annual Meeting of the voting members of the corporation, to be held in February or March, at a date, time, and place, determined by the board of directors.
- ii. The board of directors shall provide both in-person and online attendance at all meetings, including the annual meeting, and shall allow for electronic voting.

- B. *Notice.*
- i. Notice of the date and time of the annual meeting shall be given personally or electronically transmitted to each voting member of the corporation at least sixty (60) days prior to the meeting.
 - ii. Notice of the place of the annual meeting, including the means of electronic communication by which members and proxyholders may participate in the proceeding of the meeting and vote or grant proxies at such meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and instructions for balloting if the election is to be held electronically shall be electronically transmitted to each voting member of the corporation not more than sixty (60) days nor fewer than ten (10) days prior to the meeting.
 - iii. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. *Business.* At the annual meeting, the corporation shall:
- i. elect Officers (as defined in Article VIII), directors-at-large, members of the board development committee, and, in appropriate years, National Delegates and alternate National Delegates. If an election has been held by electronic ballot prior to the annual meeting, the results of the election shall be announced at the annual meeting;
 - ii. provide input on key issues affecting the corporation and the Girl Scout movement;
 - iii. consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors and these bylaws:
 - iv. the board of directors, in its sole discretion, shall determine whether items proposed for placement on the annual meeting agenda relate to matters which should properly be acted upon by the corporation;
 - v. notwithstanding the foregoing, an item proposed by a minimum of one-third (1/3) of the service units, submitted no later than forty-five (45) days prior to the annual meeting, shall be placed on the annual meeting agenda.
- D. *Quorum.* The quorum for the annual meeting shall be thirty percent (30%) of the voting members of the corporation present in person, or linked by telecommunication by means such that all members participating in the meeting are able to contemporaneously hear and/or read and participate in each other's communications during the proceedings, or by proxy; provided, always, that forty percent (40%) of the corporation's service units are represented by at least one (1) delegate. If a quorum cannot be established, then the meeting is adjourned until a quorum is present.
- E. *Voting.*

- i. Each voting member of the corporation shall be entitled to one (1) vote.
- ii. Each voting member of the corporation may be authorized by one (1) additional voting member of the corporation to vote by way of proxy. No voting member of the corporation may carry more than one proxy vote.
- iii. A plurality of the votes are required for elected positions.
- iv. Two-thirds (2/3) of the votes is required for:
 - a. disposition of all or substantially all assets of the corporation;
 - b. sale, lease* exchange, or other disposition of any real estate assets or interests held by the corporation;

**refers to long-term (greater than 3 months) lease of any real estate assets principally used by girl members or for programming for girl members and any lease that contains a right of first refusal, options to purchase, or similar language, which if exercised, would result in the sale, exchange, or other disposition of a real estate asset or interest held by the corporation.*
 - c. approval of a plan of merger, consolidation, or dissolution of the corporation;
and
 - d. revocation of a plan of voluntary dissolution.
- v. Subject to the foregoing and unless otherwise designated by statute, the Articles of Incorporation of the corporation, or these bylaws, all matters shall be determined by a majority vote.
- vi. The record eligibility of voting rights, including but not limited to the list of voting members of the corporation, shall be set by the board of directors five (5) days before the date of the meeting.

Section 2. Other Meetings

A. Scheduling.

- i. In addition to the Annual Meeting, each membership year the president (i) shall call a minimum of two (2) meetings of the voting members of the corporation, to be held in April or May and in November and (ii) may call additional meetings at any time.
- ii. Notwithstanding the foregoing, meetings of the voting members of the corporation shall be called by the president upon the written request of a majority of the members of the board of directors then in office or by ten percent (10%) of the voting members of the corporation. The purpose of the meeting shall be stated in such written request. The president shall respond within five (5) days of receipt of such written request and shall schedule and issue notice of a duly requested meeting within ten (10) days of receipt of such written request, which meeting shall be scheduled no more than seventy five (75) days after receipt of such written request.

- B. *Notice.*
 - i. Notice of the date, time, and, if applicable, specific purpose of the meeting shall be given personally or electronically transmitted to each voting member of the corporation at least sixty (60) days prior to the meeting.
 - ii. Notice of the place of the meeting, including the means of electronic communication by which members and proxyholders may participate in the proceeding of the meeting and vote or grant proxies at such meeting, accompanied by a tentative agenda, shall be electronically transmitted to each voting member of the corporation not more than thirty (30) days nor fewer than ten (10) days prior to the meeting.
 - iii. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. *Business.*
 - i. The board of directors shall prepare the meeting agenda and bring to voting members of the corporation matters which should properly be acted upon by the corporation.
 - ii. Notwithstanding the forgoing, any item requested to be placed on the meeting agenda and submitted to the Secretary no later than forty-five (45) days prior to a scheduled meeting (including but not limited to changes to these bylaws), shall be placed on the meeting agenda.
- D. *Quorum.* Quorum shall be in accordance with Section 1.D. of this Article.
- E. *Voting.* Voting shall be in accordance with Section 1.E. of this Article.

ARTICLE VI ACTION BY ELECTRONIC BALLOT

Section 1. Action by Electronic Ballot

- A. 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 the corporation may be taken without a meeting if the corporation delivers an electronic ballot to every voting member entitled to vote on the matter.
- B. An electronic ballot shall:
 - i. set forth each proposed action or the nominees for each elected position;
 - ii. provide an opportunity to vote for or against each proposed action; and
 - iii. provide an opportunity to vote for each nominee for each elected position individually, and to write in an alternative nominee in accordance with Article IV, Section 5 of these bylaws.

- C. Voting by electronic ballot pursuant to this section is valid only when the number of votes cast 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 if the vote were held at an in-person meeting.
- D. All solicitations for votes by 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; and
 - iii. specify the date and time by which a ballot must be cast in order to be considered a valid vote.
- E. Except as otherwise provided in the articles or bylaws, an electronic ballot shall not be revoked or changed once it is executed.
- F. If voting has been held by prior electronic ballot, the results of the vote shall be announced within three (3) business days and at the next meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition

The board of directors shall consist of the Officers and seven (7) to fourteen (14) directors-at-large, which may include up to two (2) girl members (age 16 and above), with a maximum total of eighteen (18) members of the board of directors. If not otherwise elected to the board of directors, the chair of the board development committee shall serve as an ex officio nonvoting member of the board of directors. The CEO shall be an ex officio nonvoting member of the board of the directors. The composition of the board of directors may include those who hold a current position as a Girl Scout operational volunteer as well as members from the community-at-large.

Section 2. Term of Office.

- A. The directors-at-large shall be elected by ballot in accordance with Article V for a term of three (3) 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.
- B. Terms of office shall begin at the conclusion of the annual meeting at which the nominee is elected and continue until a successor is elected and assumes office.
- C. The term of office of the directors-at-large shall be staggered to be divided into three (3) classes, as equal as possible; one (1) class shall expire at each annual meeting of the corporation.
- D. No individual shall serve more than two (2) full consecutive terms as a director-at-large.

- E. An individual who shall have served a half term or more shall be considered to have served a full term.

Section 3. Vacancies

A vacancy occurring in any position of director-at-large may be filled by the board of directors for the remainder of the unexpired term from candidates recommended by the board development committee, provided that there shall always be a minimum of seven (7) directors-at-large.

Section 4. Power, Authority, and Accountability

- A. *Power and Authority.* The board of directors shall have full power and authority over the affairs of the corporation, except as otherwise provided in the Articles of Incorporation, by these bylaws, or by statute.
- B. *Accountability.* The board of directors is accountable to:
 - i. the state of incorporation for adherence to state not-for-profit corporation law;
 - ii. the federal government in matters relating to legislation affecting nonprofit/not-for-profit/non-stock corporations (including, but not limited to, the requirements of Internal Revenue Code 501(c)(3) for public charities);
 - iii. the council membership for managing the affairs of the corporation 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; and
 - iv. the board of directors of the GSUSA for compliance with the charter requirements.

Section 5. Regular Meetings

- A. *Scheduling.* The board of directors shall hold at least five (5) regular meetings each year, including the annual meeting, at such time and place as the president may determine.
- B. *Notice.* Notice of the date, time, and place of each board meeting shall be given personally or electronically transmitted to each member of the board of directors at least five (5) days prior to the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.
- C. *Quorum.* Unless a greater proportion is required by law, the Articles of Incorporation, or these bylaws, a majority of the voting board members then in office shall be present in person, or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings, to constitute a quorum for the transaction of business.

- D. *Voting.*
- i. Each member of the board shall be entitled to one (1) vote.
 - ii. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote.
 - iii. Proxy voting shall not be allowed for votes of the board of directors.
 - iv. Electronic voting shall be permitted as provided under New York State law.
- E. *Special Matters.* Notwithstanding anything else contained in these bylaws to the contrary, the authorization of the following actions shall require the affirmative vote of at least two-thirds (2/3) of the total number of the board of directors:
- i. a sale, lease*, exchange, or other disposition of all or substantially all of the assets of the corporation;

**refers to long-term (greater than 3 months) lease of any real estate assets principally used by girl members or for programming for girl members and any lease that contains a right of first refusal, options to purchase, or similar language, which if exercised, would result in the sale, exchange, or other disposition of a real estate asset or interest held by the corporation.*
 - ii. a purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the corporation;
 - iii. a plan of merger, consolidation, or dissolution; and
 - iv. revocation of a plan of voluntary dissolution.

For the avoidance of doubt, where applicable, the provisions of this Section 5.E are subject to the approval of two-thirds (2/3) vote of the voting members in accordance with Section 1.E of Article V.

Section 6. Special Meetings

- A. *Scheduling.* Special meetings may be called by the president and shall be called by the president upon the written request of at least one-fifth (1/5) of the entire membership of the board of directors.
- B. *Notice.* Notice of the date, time, place, and specific purpose of the special meeting shall be given personally or electronically transmitted to each member of the board of directors at least forty-eight (48) hours prior to the meeting. Attendance at a special meeting without objection shall be considered a waiver of any notice requirements.
- C. *Quorum.* Quorum shall be in accordance with Section 5.C. of this Article.
- D. *Voting.* Voting shall be in accordance with Section 5.D. of this Article.

Section 7. Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by all voting directors,

and such written consent is filed with the minutes of proceedings of the board of directors. Such consent shall have the same force and effect as a unanimous vote.

Section 8. Removal

- A. *Absence.* Any board member, including Officers, who is absent from three (3) consecutive board meetings in their entirety without good cause acceptable to the president or designee, may be removed from the board of directors by a majority vote of the board members present and voting at any regular or special meeting of the board of directors at which a quorum is present.
- B. *By Board.* Any board member, including Officers, may be removed with or without cause, at a regular or special meeting, by a two-thirds (2/3) vote of the total number of the board of directors.
- C. *By Members.* Any board member, including Officers, may be removed with or without cause by the affirmative vote of a majority of the voting members of the corporation present, in person or by proxy, at a regular meeting, or special meeting of the voting members 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 in accordance with Article V.

Section 9. 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 in accordance with the corporation's policies.

**ARTICLE VIII
OFFICERS**

Section 1. Elected Officers

The elected officers of the corporation shall be the president, vice president, secretary, and treasurer (each an "Officer" and collectively the "Officers").

Section 2. Term of Office

- A. The Officers shall be elected by ballot in accordance with Article V of these bylaws for a term of two (2) year(s) or until their successors are elected and assume office. If there is only a single candidate for office, the election may be held by acclamation.
- B. The terms of office shall be staggered such that (i) the president and the vice-president shall be selected at the annual meeting of the corporation held in odd-numbered years and (ii) the secretary and treasurer shall be selected at the annual meeting of the corporation held in even-numbered years.

- C. Terms of office shall begin at the conclusion of the annual meeting at which such officer is elected and continue until a successor is elected or assumes office. Officers must be at least 18 years of age.
- D. No individual shall serve more than two (2) consecutive terms in any one office or combination of offices, except that an individual shall be eligible to serve two (2) consecutive terms in the office of president regardless of the number of consecutive terms that individual shall have served in any office or offices other than president.
- E. No individual shall hold more than one office at a time.
- F. 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.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of president, the vacancy shall be filled by the vice president for the remainder of the unexpired term.
- B. A vacancy among the Officers, other than the president, shall be filled by the board of directors until the next annual meeting.

Section 4. Ex Officio Officers

The CEO shall be appointed by the board of directors of the corporation to serve at its pleasure and shall serve as an ex officio nonvoting officer of the corporation.

Section 5. Duties of Officers

The Officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the voting members of the corporation, the board of directors, the executive committee, or the president.

- A. The president shall:
 - i. be the principal officer of the corporation;
 - ii. preside at all meetings of the corporation, the board of directors, and the executive committee;
 - iii. lead the board of directors in setting strategic direction in accordance with the charter, including seeing that the lines of direction given by the voting members of the corporation and the actions of the board of directors are carried into effect;
 - iv. provide oversight of the management and affairs of the corporation;
 - v. report to the voting members of the corporation as to the conduct of the affairs of the corporation; and
 - vi. serve as an ex officio nonvoting member of all committees except the board development committee.
- B. The vice president shall:

- i. assist the president as assigned;
 - ii. in the absence or inability to act of the president, or when delegated the responsibility: (a) preside at meetings of the corporation, the board of directors, or the executive committee, and (b) perform the duties and possess and exercise the powers of the president; and
 - iii. in the event of a vacancy in the office of president, succeed to the office for the remainder of the unexpired term.
- C. The secretary shall:
- i. see that proper notice is given for all meetings of the corporation, the board of directors, and the executive committee;
 - ii. see that minutes of all meetings of the corporation, the board of directors, and the executive committee are kept;
 - iii. have responsibility for the seal of the corporation and ensure its safekeeping; and
 - iv. upon request of any voting member, provide, within five (5) business days, the number and names of the voting members of the corporation as of the date of the request.
- D. The treasurer shall:
- i. provide effective stewardship, control and oversight of the corporation's finances;
 - ii. ensure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the corporation's Form 990 and state charitable solicitation registrations;
 - iii. execute directives of the board of directors; and
 - iv. at the annual meeting, render a summary report of the corporation's accounts showing in appropriate detail:
 - a. the assets and liabilities of the corporation as of the fiscal year terminating prior to the meeting;
 - b. the principal changes in assets and liabilities during that fiscal year;
 - c. the revenues or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal year; and
 - d. the expenses or disbursements of the corporation, 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 corporation to the

Internal Revenue Service or the Attorney General of the State of New York, which includes the information specified herein.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee shall consist of the Officers (i.e., president, vice president, secretary, and treasurer). The CEO shall serve as an ex officio nonvoting member.

Section 2. Duties

- A. *Authority between Board Meetings.* The executive committee shall exercise the authority of the corporation's board of directors between the meetings of the board, except that the executive committee shall *not* have the authority to:
- i. adopt the budget;
 - ii. amend or revise the articles of incorporation or bylaws;
 - iii. hire or terminate the employment of the CEO of the corporation; and
 - iv. 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 corporation, including but not limited to the disposition of properties.
- B. *Reports.* The executive committee shall immediately submit to the board of directors a report of all or any actions taken.

Section 3. Meetings.

- A. *Scheduling.* The executive committee shall meet only as needed at the call of the president or upon written request of at least two (2) members of the executive committee.
- B. *Notice.* Notice of the date, time, and place of each meeting shall be provided at least twelve (12) hours in advance of the meeting.

Section 4. Quorum

A majority of the executive committee members then in office shall be present in person, or linked by telecommunication by means such that all members participating in the meeting are able to contemporaneously hear and/or read and participate in each other's communications during the proceedings, to constitute a quorum for the transaction of business.

Section 5. Voting

- A. Each member of the executive committee shall be entitled to one (1) vote.
- B. Unless otherwise designated by statute, the Articles of Incorporation of the corporation, or these bylaws, all matters shall be determined by a majority vote of

the executive committee members present at any meeting at which a quorum is present;

- C. Proxy voting shall not be allowed.

ARTICLE X COMMITTEES

Section 1. Establishment

The board of directors may establish standing and special committees and/or task groups and ad hoc committees as needed, which shall operate under the general supervision of the board of directors.

Section 2. Appointment

- A. The chair of any standing committee shall be a member of the board appointed by the president, 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 president in consultation with the chair of the respective committee or task group, subject to the approval of the board of directors.
- C. At least two (2) members of any committee, task group, or ad hoc committee shall be members of the board of directors.
- 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 president in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

A majority of committee or task group members shall be present in person (or linked by telecommunication by means such that all members participating in the meeting are able to contemporaneously hear and/or read and participate in each other's communications during the proceedings) to constitute a quorum.

ARTICLE XI NATIONAL COUNCIL DELEGATES

Section 1. Eligibility

National Delegates and alternates to the National Delegates shall be United States citizens age 14 years and older. They shall be members of the Girl Scout Movement registered through the council at the time of election and throughout the term of service.

Section 2. Election

The delegates and alternates whom the corporation is entitled to elect to the National Council of the GSUSA shall be elected in accordance with Article V of these bylaws in accordance with the



time frame established by the GSUSA and shall serve a term of three (3) years from their election at the annual meeting or until their successors are elected and assume office.

Section 3. Vacancies

The board of directors shall fill National Delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled from among the eligible members of the corporation.

**ARTICLE XII
FINANCE**

Section 1. Fiscal Year

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

Section 2. Contributions

Any contributions, bequests, devises, and gifts for the purpose of Girl Scouting within the council shall be accepted or collected only as authorized by the board of directors.

Section 3. Depositories

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the board of directors.

Section 4. Approved Signatures

Approvals for signatory authority in the name of the corporation and access to funds and securities of the corporation shall be authorized by the board of directors.

Section 5. Bonding

All persons having access to or responsibility for the handling of monies and securities of the corporation shall be bonded in the amount authorized by the board of directors.

Section 6. Budget

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the corporation in excess of the budgeted amounts without prior approval of the board of directors.

Section 7. Property

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

Section 8. Audits

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the corporation. A report of the audit shall be submitted to the board of directors and to the GS USA.

Section 9. Financial Reports

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

Section 10. Investments

The funds of the corporation 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.

Section 11. Prohibition against Loans

The corporation is prohibited from making any loan to any director or Officer.

**ARTICLE XIII
POLICIES**

Section 1. Conflict of Interest Policy

The board of directors 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 their service on the board.

Section 2. Records Retention and Destruction Policy

In any instance where the corporation faces issues related to document retention, it shall follow the procedures and rules set out in the GSUSA Records Retention and Destruction Policy and in compliance with any and all governmental entities.

Section 3. Whistleblower Policy

The corporation shall follow the GSUSA Whistleblower policies and procedures and comply with any and all relevant governmental obligations.

Section 4. Electronic Signatures

Whenever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

The above list of policies is not intended to be all inclusive. Additional policies of the corporation may be adopted as determined by the Board or required by law.

**ARTICLE XIV
INDEMNIFICATION**

Section 1. Indemnification

To the fullest extent permitted by law, the corporation may indemnify any person made, or threatened to be made, a party to, or involved in (including as a witness), any action or proceeding by reason of the fact that such person is or was a director, Officer, employee, or agent of the corporation, 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) such person's 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) such person personally gained a financial profit or other advantage to which such person was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Expenses

The corporation may pay expenses as incurred by any person described in Section 1 of this Article in connection with any action, suit, proceeding, or inquiry described in Section 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 corporation 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 3. Insurance

The corporation shall purchase and maintain all insurance policies deemed to be in the best interest of the corporation, including insurance to indemnify the corporation for any obligation or expense that 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 XV
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, in its most current revision, shall be the parliamentary authority of the corporation, subject to the laws of the State of New York, the articles of incorporation, and these bylaws.

**ARTICLE XVI
AMENDMENTS & REVIEW**

Section 1. Amendments

- A. These bylaws may be adopted, amended, or repealed in whole or in part by majority vote of the voting members of the corporation in accordance with Section 1.E. of Article V.
- B. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the voting members of the corporation.

Section 2. Review

These bylaws shall be reviewed in full every three (3) to five (5) years by a task group appointed by the president.



I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the bylaws of Girl Scouts Heart of the Hudson, Inc., a New York not-for-profit corporation, as in effect on the date hereof.

K. D. Bunker
Kathryn m. Doyle-Bunker

By: _____

Name: Kathryn Doyle-Bunker

Title: Secretary of Corporation

Date: May 22, 2024