

AMENDED AND REVISED  
**Girl Scouts of Utah**  
**a Utah Non-Profit Corporation**

**BYLAWS**

**ARTICLE I – THE CORPORATION**

- 1 **Corporation.** The term “Corporation” used herein refers to Girl Scouts of Utah, a Utah nonprofit Corporation.
  
- 2 **Delegates.** Only persons who are currently registered with the Girl Scouts of the United States of America, herein referred to as “GSUSA”, fourteen (14) years of age and older, are eligible to be delegates of the Corporation. The membership of the Corporation, herein referred to as “Membership” ,shall consist of:
  - a delegates: Elected by service units as set forth in Section 3 of this Article.
  - b *Ex officio* Delegates: Members of the Board of Directors referred to herein as the "Board," members of the Board Development Committee and National Council Delegates.

At least two-thirds (2/3) of the delegates must be elected by the service units. All delegates shall hold Membership only for the term to which they have been elected and only for as long as they are registered through the Corporation.

- 3 **Election, Term, and Vacancies of Delegates.** Each service unit shall be entitled to elect delegates and persons to become delegates for the un-expired term should vacancies occur. The number of delegates shall be based on the girl membership as of July 31 each year, according to a formula established and administered by the Board. Regardless of the number of girls in a service unit, every service unit shall be entitled to elect at least one (1) delegate. Delegates shall be elected for a term of two (2) years, or until their successors are elected. Representation from at least twenty-five percent (25%) of the registered troops and groups of the service unit shall constitute a quorum for election of delegates at a service unit meeting.
  
- 4 **Responsibilities.** The delegates shall represent the girl and adult volunteer members of their service unit to the Corporation. The delegate’s duties are limited to:
  - a) make referrals to the Board Development Committee of the names of individuals appropriate or service as officers and members-at-large of the Board.
  - b) Elect the officers of the Corporation, the members-at-large of the Board, the members of the Board Development Committee, and the delegates and persons to fill vacancies among delegates, should vacancies occur, to the National Council of GSUSA.

- c) determine general lines of direction for Girl Scouting within the jurisdiction of the Corporation by receiving and responding to reports and information from the Board and informing service unit members of relevant information, as needed.
- d) amend the Articles of Incorporation and Bylaws.
- e) take all other action requiring a delegate vote.
- f) conduct such other business as may, from time to time, come before the delegates.
- g) attend Annual Business Meeting and additional meetings.

**5 Annual Business Meeting.** An Annual Business Meeting of the Membership of the Corporation shall be held, at such time and place as may be determined by the Board. Notice of the time, place, and purpose of the meeting, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be given personally, or mailed to the Membership, or to the electronic postal address, or fax number last made known in writing to the Corporation by the delegate, not more than forty-five (45) days and not less than thirty (30) days before the meeting.

Proposals to the Annual Business Meeting of the Corporation for additional agenda items shall be made according to Article I, Section 6b of these Bylaws.

**6 Proposals to the Annual Business Meeting of the Corporation.** Proposals directed toward the fostering and improvement of Girl scouting which are to be acted upon by the Membership of the Corporation shall be submitted according to the following procedures:

- a Proposals originated by the Board: Such proposals shall be sent together with the recommendations of the Board with the notice of the Annual Business Meeting of the Corporation according to Article I Section 5. Action shall be taken on the proposals at the Annual Business Meeting.
- b Proposals originated by delegates and other decision-influencing committees of the Corporation: Such proposals shall be sent to the Board 90 days prior to the next Annual Business Meeting of the Corporation.

**7 Quorum.** Twenty-five (25) percent of the Membership constitutes a quorum for the transaction of business at the Annual Business Meeting or for the purposes of elections, provided that a majority of the service units shall have at least one elected delegate participating.

**8 Special Meetings.** Special meetings of the Corporation shall be called by the chair within fourteen (14) days of receiving a written request of two-thirds (2/3) of the members of the Board or 25 percent (25%) of the delegates of the Corporation, provided a majority of the service units - in excess of fifty percent (50%) - are represented. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally or mailed to the delegate's address as it appears in the books of the

Corporation, or to the electronic postal address, or fax number last made known in writing to the Corporation by the delegate. Notice of a Special Meeting must be given not less than fourteen (14) days before the meeting.

- 9 Additional Meetings.** Additional meetings of all or part of the Membership for purposes of delegate feedback to the Board, delegate dialogue, preparation of delegate proposals, general communication, education or workshops will be held. These Additional Meetings may be held at any time as long as there is at least fourteen (14) days notice of the time, place and purpose of the meeting. At least two (2) Additional Meetings shall be held each year. Corporation business will only be transacted at the Annual Business Meeting or special meetings.

Delegate feedback, proposals and other information gathered at Additional Meetings shall be presented to the Board. The Board will determine what response or action is appropriate. Notice of the Board response or action shall be distributed to the delegates and *ex-officio* delegates by a delegate mailing and/or by being placed on the web site of the Girl Scouts of Utah.

Notice of the time, place, and purpose of the meeting shall be given personally or mailed to the delegate's address as it appears in the books of the Corporation, or to the electronic postal address, or fax number last made known in writing to the Corporation by the delegate. These meetings may be held in conjunction with the Annual Business Meeting.

- 10 Nominations and Elections.** Nominations for officers of the Board, members at large of the Board and members of the Board Development Committee will be allowed at the Annual Business Meeting, provided the following requirements are met. The eligibility of the individuals so nominated must have been established and be in accordance with these Bylaws; and, the written consent of such individuals must have been secured and submitted to the Board Development Committee chair with their qualifications at least seven (7) days before the beginning of the meeting. The information provided the chair of the Board Development Committee must also include the name of a delegate who is seconding the nomination. If an election is to be held by a mail-in or electronic ballot process, additional nominations may be written in on the ballot. The individual so nominated must meet the same requirements as candidates nominated from the floor.

Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the delegates present in person and voting, or a majority of mail-in ballots received by the specified date and time, unless otherwise provided by law or these Bylaws.

- 11 Voting Procedures.** Election of members of the Board, the Board Development Committee and the National Council Delegates may occur by any of the voting processes listed below. However, only one (1) procedure may be used at a time. There cannot be a combination of voting procedures during an election cycle.

- a In person at the Annual Business Meeting. If voting is to take place at the Annual Business Meeting each delegate present, in person, shall be entitled to one vote.
- b A mail-in or electronic ballot process. If voting is to take place via this process the ballots will be mailed or transmitted to delegates not more than sixty (60) days nor less than thirty (30) days prior to the due date of the ballot. Ballots must be postmarked, faxed or sent electronically to the number or address listed on the ballot by the end of business on the date specified on the ballot. The Board may, but need not allow electronic voting.

The choice of the voting procedure to be used during a particular election cycle will be made by the Board.

## **ARTICLE II – BOARD DEVELOPMENT COMMITTEE**

- 1 Composition.** There shall be a Board Development Committee of the Corporation of not more than seven members, no less than two (2) and no more than three (3) of whom (including the appointed chair) shall have been elected to the Board. The Board Development Committee chair shall be an *ex officio* member of the Board, if not already a member of the Board, and at least a majority of the members of the committee shall be non-Board members.
- 2 Method of Election, Terms, and Vacancies.** Members of the Board Development Committee shall be elected by the delegates for a term of two (2) years, or until their successors are elected, and shall not be eligible again for Board Development Committee membership until after a lapse of two (2) years. Terms of office shall begin at the close of the Annual Business Meeting at which the elections are held, and shall expire at the time of the Annual Business Meeting of the Corporation. The terms of office of approximately one-half (1/2) of the members shall expire at each Annual Business Meeting. The Board shall have the power to fill vacancies in the committee until the next election.
- 3 Selection and Term of Board Development Committee Chair.** The chair of the committee shall be appointed by the Board chair, for a term of one (1) year and may serve not more than two (2) consecutive terms as Board Development Committee chair. Notwithstanding any provision herein to the contrary, regardless of the number of years served on the Board Development Committee, such person shall be eligible to serve two (2) consecutive terms as Board Development Committee chair. The Board Development Committee chair, if not already elected to the Board, shall be an *ex officio* member of the Board. A vacancy in the office of the Board Development Committee chair shall be filled by the Board chair for the remainder of the term.
- 4 Quorum for the Board Development Committee.** A majority of the members of the committee shall be present in person, or through agreed-upon electronic means, to constitute a quorum for the transaction of business; provided that the number of elected Board members

does not exceed the number of non-Board member

**5 Responsibilities of the Board Development Committee.**

**The responsibilities of the Board Development Committee shall be:**

- a** to solicit and recruit candidates for elected positions in the council.
- b** to provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.
- c** to provide to the membership in accordance with the time frame established by Girl Scouts of Utah a single slate of delegates and alternates to the National Council of GSUSA
- 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 corporation Board of Directors and committees;
  - iv. methods for succession planning; and
  - v. Board annual self assessment materials.
- e** to conduct Board orientation and Board development training sessions as needed and/or as directed by the Board of Directors.

**6 Attendance and Removal.** Any Board Development Committee member who is absent from three (3) consecutive Board Development Committee meetings without explanatory correspondence to the Board Development Committee chair shall have been considered to have resigned.

**ARTICLE III – PARTIAL TERMS**

A person who has served more than half (1/2) of a specific term in an office (elected or appointed), as that term is set forth in the Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

**ARTICLE IV – OFFICERS**

**1 Number and Title.** The officers of the Corporation shall be a Board chair; a first, second, and third vice chair; a secretary, a treasurer; and the chief executive officer (CEO) who shall serve *ex officio*, as an officer, without privilege of vote. Additional officers include chair elect and/or past chair.

**2 Method of Election, Term, and Vacancies.**

- a** The Board chair, vice chairs, secretary, and treasurer shall be elected by the delegates for a term of two years, or until their successors are elected. They shall serve for no more than three consecutive terms in any one or more of these offices. They shall not be eligible again for election to an office until after a lapse of two (2) years. Regardless of

the number of consecutive terms any person shall have served in any one or more of these offices, other than that of Board chair, such person shall be eligible to serve three consecutive terms as Board chair. A vacancy among the elected officers, other than that of Board chair, shall be filled by the Board based on recommendations from the Board Development Committee. In case of a vacancy in the office of Board chair, the vice chairs will succeed in order of their rank until the next election when a new Board chair is elected.

Terms of office shall begin at the close of the Annual Business Meeting at which elections are held.

- b** The CEO shall be appointed and employed by the Board and shall hold office at its behest.
- c** **Additional Officers.** The Board Development Committee may submit a slate to the Membership that includes a chair elect and/or past chair to serve as voting members of the Executive Committee and the Board. The Board Development Committee shall determine the necessary length of term of these offices in accordance with the needs of the Corporation.

**3 Duties.** The duties of the officers shall be as follows:

- a** The Board chair shall be the chief elected officer of the Corporation and shall preside at meetings of the Corporation and the Board. The Board chair shall be responsible for seeing that the lines of direction given by the delegates of the Corporation and the actions of the Board are carried out. In addition the Board chair is responsible for reporting to the delegates and to the Board on the conduct of the affairs of the Corporation. The Board chair shall be an *ex officio* member of all committees and task groups established by the Board, except the Board Development Committee, which is elected by the delegate body. The Board chair shall perform such other duties as assigned by the Board or prescribed elsewhere in the Bylaws.
- b** In the temporary absence or disability of the Board chair, the chair elect if in place, the vice chairs in order of their rank, followed by the secretary or treasurer, shall preside at meetings of the Corporation and of the Board. They shall have such other powers and perform such other duties as may be assigned by the Board chair.
- c** The secretary shall be responsible for seeing that notices are issued of all meetings of the Corporation and the Board, and shall see that minutes of such meetings are kept. The secretary shall also be responsible for ensuring the custody of corporate books, records, and files. The secretary shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the Board chair or Board.
- d** The treasurer shall be responsible for monitoring the control, receipt, and custody of all

assets of the Corporation; monitoring disbursements as authorized by the Board; and, reporting receipt, use, and disbursement of all financial assets of the Corporation. The treasurer shall exercise the power and perform such other duties usually incident to the office of treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the Board chair or Board.

The treasurer shall be an *ex officio* member of the finance and investment committees, without privilege of vote.

- e The CEO shall be the chief executive officer of the Corporation; shall be responsible for providing advice and assistance to the Corporation, the Board, the Board chair and other officers, and the committees and task groups; and shall be responsible for managing the total operations of the Corporation. The CEO is an *ex officio* member of task groups and committees, without privilege of vote. The CEO shall have such other powers, and perform such other duties as may be provided by the Board.

The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board.

- f The need for and term of a chair elect and /or past chair is solely the discretion of the Board Development Committee, usually acting in response to the request of the chair. The purposes and duties of these officers are as follows: 1) The chair elect shall use the term of office to learn the duties of the chair. The chair elect is presumed to be the nominee for chair at the next annual meeting, but must at that time be formally presented by the Board Development Committee on the slate of officers (no automatic succession). 2) A past chair need not be the immediate prior chair, but may be selected from any of the prior Board chairs/presidents, and shall act as a special advisor to the chair. 3) For either office the incumbent shall have other powers and duties as may be assigned by the Board chair. 3. b) In the temporary absence or disability of the Board chair, the chair elect (if one is duly elected), followed by the vice chairs in order of their rank, followed by the secretary or treasurer, shall preside at meetings of the Corporation and the Board. They shall have such other powers and perform such other duties as may be assigned by the Board chair.

- 4 **Removal.** An elected officer may be removed, with or without cause, by a two-thirds vote of the total membership of the Board.

## ARTICLE V – BOARD OF DIRECTORS

- 1 Powers, Responsibilities, and Accountabilities.** The business and affairs of the Corporation shall be governed under the direction of the Board, except as may be otherwise provided in these Bylaws or the Articles of Incorporation. The Board is accountable to: the elected delegates for governing the affairs of the Corporation; the Board of GSUSA for compliance with the charter requirements; the state, in which it is incorporated; for adhering to state nonprofit corporate law; and, to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.
- 2 Composition.** The Board shall consist of the officers of the Corporation and, in addition, 14 directors, herein called members-at-large. The chair of the Board Development Committee, if not elected to the Board, shall be an *ex officio* member of the Board.
- 3 Method of Election and Term.** The members-at-large shall be elected by the delegates of the Corporation for a term of two years, or until their successors are elected. They shall serve for no more than three (3) consecutive terms and shall not be eligible again for election to the Board until after a lapse of two (2) years. Terms of office shall begin at the close of the annual meeting at which the elections are held. The term of office of at least one-third (1/3) of the members-at-large shall expire annually. All directors must be at least eighteen (18) years of age as required by Utah State Law.

Regardless of the number of consecutive terms any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board when serving as an officer or as Board Development Committee chair.

- 4 Vacancies.** Except as provided in Article IV, Section 2, of these Bylaws, vacancies in the Board occurring by death, resignation, creation of new directorships, or otherwise, shall take place according to the laws of Utah for filling vacancies. Vacancies shall be filled for the remainder of the un-expired term by a vote of the majority of the remaining directors then in office, even though less than a quorum is present at any meeting of the Board called for that purpose. The Board Development Committee shall make recommendations for persons to fill such vacancies.
- 5 Regular Meetings.** Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board, except that the Board shall meet no less than four times each year. Notice of time, place, and purpose of the meeting shall be given personally or mailed first class to the director's address as it appears on the books of the Corporation, or to the electronic postal address, or fax number last made known in writing to the Corporation by the director not less than ten (10) days prior to the meeting.
- 6 Special Meetings.** Special meetings of the Board may be called by the Board chair. Special meetings shall also be called by the Board chair upon the written request of one-third (1/3) of

the directors. Notice of the time, place, and purpose of the meeting shall be given personally, or mailed first class to the Board member's address as it appears on the books of the Corporation, or to the electronic postal address, or fax number last made known in writing to the Corporation by the delegate, not less than ten (10) days before the meeting. Additional business may be added to the agenda of a special meeting of the Board by a majority vote.

- 7 Meeting by Telecommunication.** Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or committee by any means of communication in which all persons participating may hear each other during the meeting.
- 8 Quorum.** A majority of the members of the Board shall be present in person, or through electronic means allowed under V. 7 to constitute a quorum for the transaction of business.
- 9 Voting Procedures.** Except as specifically required otherwise in these Bylaws, the decision of a majority of the members of the Board present at a meeting at which a quorum is present shall be the decision of the Board. The Board may also act without a meeting by any means allowed by law.
- 10 Attendance and Removal.** Any Board member who is absent from three (3) consecutive Board meetings without explanatory correspondence to the Board chair shall be considered to have resigned. Upon approval by a majority vote of the members present and voting at any regular meeting of the Board, the member shall be notified to this effect.

## **ARTICLE VI – BOARD COMMITTEES**

- 1 Establishment.** The Board may establish standing committees, special committees, and/or task groups as it deems necessary.
- 2 Composition and Appointment.** The Board chair shall appoint the chairs of committees and task groups, with the approval of the Board.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

- 1 Executive Committee.** The Executive Committee shall include the officers of the Corporation and two (2) members-at-large elected by the Board from among its members, and the CEO, who shall serve without privilege of vote. The chair of the Board will serve as the chair of the Executive Committee.
- 2 Responsibilities.** The Executive Committee shall have, and may exercise, the powers of the Board in the interim between the Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or 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. The Executive Committee shall submit reports to the Board on actions taken.

- 3 Meetings.** Meetings of the Executive Committee shall be called by the chair. Notice of the time, place and purpose of the meeting shall be given to each member of the Executive Committee personally or mailed to the committee member's address as it appears in the books of the Corporation, or to the electronic postal address, or fax number last made known in writing to the Corporation by the committee member, not less than three (3) days before the meeting.
- 4 Quorum.** A majority of the members of the Executive Committee must be present in person, unless otherwise provided for in these Bylaws to constitute a quorum for the transaction of business.
- 5 Voting.** The decision of a majority of the Executive Committee present in person or by electronic means allowed under Article V.7 shall be the decision of the Executive Committee. The Executive Committee may also act without a meeting by any means allowed by law.

#### **ARTICLE VIII – NATIONAL COUNCIL DELEGATES**

The delegates whom the Corporation is entitled to elect to the National Council of GSUSA, shall be elected by the Membership of the Corporation within a year of the regular meeting of the national council. They shall be elected in the same manner as members of the Board are elected. National delegate vacancies are filled from among the persons elected to fill vacancies. They shall be elected at the same time and in the same manner as national delegates. If there be no such persons, the Board, or the chair, in the absence of a meeting of the Board shall have the power to fill vacancies among the national delegates until the next meeting of the Membership. National Delegates shall be citizens of the United States of America and 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 Corporation with GSUSA. They shall serve for a term of three (3) years, from the date of their election, or until their successors are elected.

#### **ARTICLE IX – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- 1 Fiscal Year.** The fiscal year of the Corporation shall be established by the Board.
- 2 Contributions.** Any contributions, bequests, and gifts made to the Corporation shall be

accepted or collected as authorized by resolution of the Board. Guidelines for accepting contributions must be established by the Board.

- 3 Depositories.** All funds of the Corporation shall be deposited to the credit of the Corporation, under such conditions and in such banks as shall be designated.
- 4 Approved Signatures.** Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Corporation shall be provided by resolution of the Board.
- 5 Bonding.** All persons having access to or major responsibility for the handling of moneys and securities of the Corporation shall be bonded, as provided by resolution of the Board.
- 6 Budget.** The annual budget of the estimated income and expenditures shall be approved by the Board. No expenses shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.
- 7 Audits.** A certified public accountant or other independent certified public accountant shall be retained by the Board to make an annual examination of the financial accounts of the Corporation. A report of all examinations shall be submitted to the Board and to GSUSA.
- 8 Financial Reports.** A summary report of the financial operations of the Corporation shall be made at least annually to the Membership, and to the public, in such form as the Board shall provide.
- 9 Legal Counsel.** Independent legal counsel should be retained by the Board when necessary to: (a) ensure compliance with the federal and state requirements; (b) review and advise on legal instruments the Corporation executes, such as leases, contracts, property purchase, or sale; and (c) review and advise on official statements developed for the media (television, radio, Internet) and the press.
- 10 Investments.** The Corporation shall have the right to retain all, or any part, of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of the Corporation, if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended. Guidelines for retention or distribution shall be established by the Board.
- 11 Indemnification.** Indemnification shall be provided by resolution of the Board, in accordance with Utah law.

## **ARTICLE X – RULES OF ORDER**

The Board will adopt reasonable rules of order for conducting business at all board and committee meetings, subject to the laws of Utah, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the organization.

## **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the Membership of the Corporation present and voting at any Annual Business Meeting of the Corporation, provided that the proposed amendment(s) shall have been included in the notice of the meeting.

Approve August 27, 2011