

**AMENDED AND RESTATED BYLAWS  
of the Girl Scouts of Utah  
a Utah Non-Profit Corporation**

**ARTICLE I - NAME**

The name of the corporation shall be Girl Scouts of Utah, hereinafter referred to as the "Corporation", a not-for-profit corporation organized under the laws of the state of Utah.

**ARTICLE II - PURPOSE**

The specific and primary purpose for which the Corporation is formed is to offer girls residing within its jurisdiction every opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout movement in the United States of America, which is Girl Scouts builds girls of courage, confidence and character who make the world a better place, and to that end to develop, manage, and maintain Girl Scouting throughout the area of its jurisdiction, in such manner and subject to such limitations as prescribed by the constitution, the bylaws, and the policies of Girl Scouts of the United States of America ("GSUSA"), and by the terms of the charter granted to the Corporation by GSUSA.

**ARTICLE III - DEFINITIONS**

1. **Alternate Delegate(s)** ("Alternate(s)") are elected by Service Unit Leadership Teams and abide by the position description provided by the Corporation, and votes in the place of a Delegate when the Delegate is unable to fulfill his or her duties.

2. **Alternate National Delegate(s)** ("National Alternate(s)") are elected by the Voting Members at the Annual Meeting to abide by the position description provided by the Corporation which includes representing the Corporation at the GSUSA National Council Session, and votes in the place of a National Delegate when the National Delegate is unable to fulfill his or her duties.

3. **Annual Meeting** is defined in Article V, Paragraph 1.

4. **Board Chair** ("Chair") is the chairperson of the Board of Directors.

5. **Board Development Committee** ("BDC") is defined in Article VI.

6. **Board Development Committee Chair** ("BDC Chair") is the chairperson of the BDC.

7. **Board of Directors** ("Board") is made up of Elected Officers and Members-at-Large.

8. **CEO** is the Chief Executive Officer of the Corporation.

9. **Charter** is an agreement that sets forth criteria and standards of GSUSA that a Council must subscribe to.

10. **Councils** are entities chartered by GSUSA that serve specific geographic jurisdictions throughout the United States.

11. **Delegate(s)** are persons currently registered with GSUSA who are fourteen (14) years of age or older who are elected by the SU and abide by the position description provided by the Corporation.

12. **Elected Officers** are the Chair, Chair-Elect, Vice Chairs, Secretary, and Treasurer of the Board.

13. **Ex Officio** means a member of a body (a board, committee, etc.) who is part of it by virtue of holding another office.

14. **Girl Members** are Members who are in Grades K-12 during the membership year.

15. **Girl Scouts of Utah** ("Corporation") defined in Article I, and a Council chartered by GSUSA.

16. **Girl Scouts of the United States of America** ("GSUSA") the national organization which issues a Charter to the Corporation.

17. **GSUSA National Council Session** is a meeting held every 3 years by GSUSA where Members, National Delegates, and National Alternates from each Council attend.

18. **Members** means any adult or youth registered with GSUSA through the Corporation.

19. **Members-at-Large** refers to all Board members except Elected Officers.

20. **National Delegate(s)** are elected by the Voting Members at the Annual Meeting and abide by the position description which is provided by the Corporation which includes representation of the Corporation at the GSUSA National Council Session.

21. **Notice** means a communication provided in person, by telephone, by any form of electronic communication, or by mail or private carrier to the address, email or number appearing on the current list of Members of the Corporation.

22. **Service Unit** ("SU") is a unit made up of Members within a certain geographical area of the Corporation.

23. **Service Unit Leadership Team(s)** are made up of adult and girl Members within a certain geographical area of the Corporation. Service Unit Leadership Teams hold meetings and trainings for the Members within their Service Unit.

24. **Slate** means the list of candidates approved by the BDC and Board to be presented and voted on at the Annual Meeting by Voting Members.

25. **Voting Members** are the Delegates, the Board, the members of the BDC, and the National Delegates.

## ARTICLE IV – DELEGATES

1. **Eligibility.** Only persons who are currently registered with GSUSA and who remain registered throughout the term of service and are fourteen (14) years of age and older, are eligible to be Delegates or Alternates of the Corporation.

2. **Election, Term, and Vacancies of Delegates.** Each SU shall be entitled to elect Delegates and Alternates. Alternates shall step into the Delegates position should any vacancies occur during an unexpired term of Delegates. The number of Delegates and Alternates shall be based on the Girl Members as of September 30th of the previous year, according to a formula established and administered by the Board. Regardless of the number of Girl Members in a SU, every SU shall be entitled to elect at least two (2) Delegates, one (1) of which must be an adult Member. Delegates shall be elected for a term of two (2) years, and they are only eligible to serve two (2) terms. They shall not be eligible again for election until after a lapse of two (2) years. Representation from at least twenty-five percent (25%) of the registered Members of the SU shall constitute a quorum for the election of Delegates and Alternates at a SU meeting.

3. **Responsibilities.** The Delegates shall represent the girl and adult Members of their SU. The Delegates and Alternates duties are limited to those responsibilities identified in the position description provided by the Corporation.

4. **Voting.** Prior to Annual Meeting, eligibility to vote will be determined based on the requirements stated in the position description provided by the Corporation. If Delegates have failed to meet the requirements stated in the position description, they will be ineligible to vote at Annual Meeting.

## ARTICLE V – MEETINGS

1. **Annual Business Meeting.** An Annual Business Meeting ("Annual Meeting") of the Members 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 not more than sixty (60) days and not less than thirty (30) days before the Annual Meeting.

2. **Proposals for Annual Meeting.** Proposals directed toward fostering and improving Girl Scouting, and that are specifically related to governance of the Corporation, which are to be acted upon by the Voting Members shall be submitted according to the following procedures:

a. Proposals originating from the Board: Such proposals shall be sent together with the recommendations of the Board with the Notice of the Annual Meeting according to Article V, Paragraph 1. Action shall be taken on the proposals at the Annual Meeting.

b. Proposals originating from Delegates or Committees of the Corporation: Such proposals shall be sent to the Board sixty (60) days prior to the next Annual Meeting. If a proposal is received timely, the Board, in its sole discretion, will determine whether such proposals relate to matters which should properly be

acted upon at the Annual Meeting. Proposals which the Board determines relate to matters which should properly be acted upon at Annual Meeting shall be sent with the Notice of Annual Meeting, together with the recommendation of the Board.

3. **Quorum.** Twenty-five percent (25%) of the Voting Members constitutes a quorum for the transaction of business at the Annual Meeting or for the purpose of elections.

4. **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 Board or twenty-five percent (25%) of the Delegates. The purpose of such meeting 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 not less than fourteen (14) days before the meeting.

5. **Additional Meetings.** Additional Meetings of the Members for purposes of Member feedback to the Board, Member dialogue, preparation of Member proposals, general communication, education or workshops will be held. At least one (1) Additional Meeting shall be held each year. The Additional Meeting(s) 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. No Corporation business will be transacted at the Additional Meeting(s). Member feedback, proposals, and other information gathered at the Additional Meeting(s) 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 Voting Members.

6. **Meeting by Telecommunication.** Any and all Members may participate in an annual, regular, or special meeting of the Members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Member participating in a meeting by telecommunication under this Paragraph is considered to be present at the meeting.

7. **Action Without Meeting.** Any action that may be taken at any annual, regular or special meeting of Members may be taken without meeting if the Corporation delivers a written or electronic ballot to every member entitled to vote on the matter.

8. **Nominations.** The following requirements for nominations for Elected Officers, Members-at-Large, and members of the BDC, must be met: (1) the eligibility of the individuals so nominated must have been established and be in accordance with these Bylaws; and (2) the written consent of such individuals must have been secured and submitted to the BDC Chair with their qualifications at least sixty (60) days before the beginning of the Annual Meeting. All nominees must be approved by the BDC and the Board prior to being placed on the Slate.

9. **Elections.** 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 in accordance with Article V, Paragraph 10.

10. **Voting Procedures.** On any matter which requires a vote under these Bylaws, such vote may occur by any of the voting processes listed below. However, only one (1) procedure may be used at a time. The choice of the voting procedure to be used during a particular election cycle will be made by the Board.

a. In person at the Annual Meeting: If voting is to take place at the Annual Meeting, a quorum of Voting Members must be present, and each Voting Member present shall be entitled to one (1) vote. Vote must pass by majority of Voting Members present at meeting.

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 Voting Members not more than forty-five (45) days nor less than thirty (30) days prior to the due date of the ballot. The ballots shall set forth each proposed action, and provide an opportunity to vote for or against each proposed action. All solicitations for votes must: (i) indicate the number of responses needed to meet quorum requirements; (ii) state the percentage of approvals need to approve each matter other than election of directors; (iii) specify the time by which a ballot must be received by the Corporation in order to be counted; and (iv) be accompanied by written information sufficient to permit each person casting a ballot to reach an informed decision on the matter. Ballots must be postmarked, faxed, or sent electronically to the number, email 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. Each Voting Member shall be entitled to one (1) vote. Vote must pass by a majority of votes cast by Voting Members.

#### **ARTICLE VI - BOARD DEVELOPMENT COMMITTEE**

1. **Composition.** There shall be a BDC of no less than seven (7) and no more than nine (9) members, and at least a majority of the BDC shall be non-Board members. The BDC may have a Chair or Co-Chairs. The BDC Chair shall be an Ex-Officio voting member of the Board, if not already a member of the Board. If there are Co-Chairs, one (1) will be designated as an Ex-Officio voting member, if one (1) Co-Chair is not already a member of the Board. In addition to the members of the BDC, the Board Chair shall serve as an Ex-Officio voting member and the CEO shall serve as an Ex-Officio non-voting member of the BDC.

2. **Method of Election, Terms, and Vacancies.** Members of the BDC shall be elected by the Voting Members of the Corporation for a term of two (2) years and may serve an additional two-year term, or until their successors are elected. They shall not be eligible again for election to the BDC until after a lapse of two (2) years, with the exception that such person shall be eligible to serve as Chair. Terms of office shall begin immediately following the Annual Meeting in which members of the BDC were elected (except when serving a vacated term). Whenever any vacancy occurs on the BDC it shall be filled for the remainder of the term without undue delay by the BDC nominating a new member which shall be approved by a majority vote of the Board. A person serving 50% or more of a term is considered to have served a full term.

3. **Selection and Term of BDC Chair or Co-Chairs.** The incoming BDC Chair or Co-Chairs shall be appointed and confirmed by the Board Chair for a term of two (2) years and may not serve more than two (2) consecutive two-year terms as BDC Chair or Co-Chair.

4. **Quorum for the BDC.** A majority of the members of the BDC shall be present in person or through electronic or telephonic means, to constitute a quorum for the

transaction of business; provided that the number of Board members does not exceed the number of non-Board members.

5. **Responsibilities of the BDC.** The responsibilities of the BDC are identified in the position description provided by the Corporation and include, but are not limited to, the following: (a) to solicit and recruit candidates for elected positions in the Corporation; (b) to provide to the Voting Members a single Slate for all positions for election, including Elected Officers and BDC members; (c) to provide the Voting Members, in accordance with the time frame established by the Board, a single Slate of National Delegates and National Alternates; and (d) to develop in conjunction with the Board: (i) Board orientation and education materials; (ii) Board development materials; (iii) methods for identifying needed skills and talents for the Board and committees; (iv) methods for succession planning; and (v) Board annual self-assessment materials. The BDC shall perform such other responsibilities as assigned by the Chair or prescribed elsewhere in the Bylaws.

6. **Attendance.** Any BDC member who is absent from three (3) BDC meetings within the Board year without good cause acceptable to the BDC Chair (Co-Chairs) will no longer be qualified to serve on the BDC and subject to removal pursuant to Article VI, Paragraph 7 below.

7. **Removal.** A BDC member elected by the Voting Members may be removed, with or without cause, by a majority vote of the Voting Members at a meeting called for the purpose of removing the BDC member. The meeting Notice shall state that one of the purposes for the meeting is removal of the BDC member. Notwithstanding the foregoing, any BDC member no longer qualified to serve, under the standards set forth in these Bylaws, the position description, or other agreement with the Corporation, may be removed by a vote of a two-thirds (2/3) of the Board.

8. **Resignation.** Any BDC member may resign at any time by giving written notice to the BDC Chair or Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.

## **ARTICLE VII - ELECTED OFFICERS**

1. **Number and Title.** The Elected Officers of the Corporation shall be a Chair; First, Second, and Third Vice Chair; a Secretary, and a Treasurer. Additional Elected Officers may include Chair-Elect and/or Past Chair.

2. **Method of Election, Term, and Vacancies.** The Elected Officers shall be elected by the Voting Members for a term of two years, or until their successors are elected. They shall serve for no more than three (3) 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 Chair, such person shall be eligible to serve three (3) consecutive terms as Chair. Terms of office shall begin immediately following the Annual Meeting in which the office was elected (except when serving a vacated term.). A vacancy among the Elected Officers, other than that of Chair, shall be filled by the majority vote of the Board based on recommendations from the BDC. In case of a vacancy in the office of Chair, the

Chair-Elect if in place, followed by Vice Chairs will succeed in order of their rank until the next election when a new Chair is elected. A person serving 50% or more of a term is considered to have served a full term. Terms of office shall begin at the close of the Annual Meeting at which elections are held.

3. **Duties.** The Elected Officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the Voting Members, the Board, the Executive Committee, and Chair. The duties of the Elected Officers are identified in each position description provided by the Corporation and include, but are not limited to, the following:

a. The Chair shall be the Chief Elected Officer of the Corporation and shall preside at meetings of the Corporation and the Board. The Chair shall be responsible for seeing that the lines of direction given by the Voting Members of the Corporation and the actions of the Board are carried out. In addition the Chair is responsible for reporting to the Voting Members and to the Board on the conduct of the affairs of the Corporation. The Chair shall be an *Ex Officio* voting member of all committees and task groups established by the Board. The 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 Chair, the Chair-Elect if in place, the Vice Chairs in order of their rank, followed by the Secretary and then 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 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 Chair.

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 Chair. The Treasurer shall be an *Ex Officio* voting member of the finance and investment committees.

e. The need for and term of a Chair-Elect and/or Past Chair is solely the discretion of the BDC, and may be requested by the Chair. The purposes and duties of these Elected 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 BDC on the Slate of Elected Officers with no automatic succession; (2) A Past Chair

need not be the immediate prior Chair, but may be selected from any of the prior Chairs, 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 Chair; and (4) In the temporary absence or disability of the Chair, the Chair-Elect if in place, followed by the Vice Chairs in order of their rank, followed by the Secretary and then 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 Chair.

4. **Attendance.** Any Elected Officer who is absent from three (3) Board meetings within the Board year without good cause acceptable to the Board Chair or designee, may be subject to removal pursuant to Article VII, Paragraph 5 below.

5. **Removal.** An Elected Officer elected by the Voting Members may be removed, with or without cause, by a majority vote of the Voting Members at a meeting called for the purpose of removing the Elected Officer. The Notice for such meeting shall state that one of the purposes for the meeting is removal of the Elected Officer. Notwithstanding the foregoing, any Elected Officer no longer qualified to serve, under the standards set forth in these Bylaws, the position description, or other agreement with the Corporation, may be removed by a vote of a two-thirds (2/3) of the Board.

6. **Resignation.** Any Elected Officer may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.

## **ARTICLE VIII - BOARD OF DIRECTORS**

1. **Composition.** The Board shall consist of the Elected Officers and a minimum of 8 and up to 14 additional directors, herein called Members-at-Large. The BDC Chair, if not elected to the Board, shall be an *Ex Officio* voting member of the Board.

2. **Youth Representatives.** The Board may appoint a maximum of two (2) Youth Representatives on recommendation of the Chair and BDC. Youth Representatives are not directors or Board members of the Corporation and will have no privilege of vote. The Youth Representatives will have only the responsibilities outlined in the position description provided by the Corporation. Youth Representatives shall be girls at least sixteen (16) years of age. Youth Representatives shall be appointed for a term of one (1) year, and are only eligible to serve one (1) term or until their successors are appointed.

3. **Method of Election and Term.** The Members-at-Large shall be elected by the Voting Members of the Corporation for a term of two (2) 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 immediately following the Annual Meeting in which the member was elected (except when serving a vacated term) All Board members 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 serving as an Elected Officer or as BDC Chair. A person serving 50% or more of a term is considered to have served a full term.

4. **Vacancies.** Except as otherwise provided in this paragraph, 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 majority vote of the remaining Board, even though less than a quorum is present at any meeting of the Board called for that purpose. The BDC shall make recommendations for persons to fill such vacancies.

5. **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 Voting Members 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.

6. **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 (4) times each year. Notice of time, place, and purpose of the meeting shall be communicated not less than ten (10) days prior to the meeting.

7. **Emergency Powers.** An emergency exists if a quorum of the directors cannot readily be obtained because of a catastrophic event. In anticipation of or during an emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; (ii) adopt bylaws to be effective only during an emergency; and (iii) relocate the principal officer, designate an alternative principal office, or authorize officers to relocate or designate an alternative principal office. During an emergency, a meeting of the Board may be held with or without notice, and any notice need be given only to those directors who it is practicable to reach and may be given in any practicable manner. Officers present at an emergency meeting of the Board may be considered directors for the meeting, in order of rank and seniority, as necessary to achieve quorum.

8. **Meeting by Telecommunication.** Members of 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.

9. **Quorum.** A majority of the members of the Board shall be present in person or through means allowed under Article VIII, Paragraph 8 to constitute a quorum for the transaction of business.

10. **Voting Procedures.** Except as specifically required, the decision of a majority of the members of the Board present, in person or pursuant to Article VIII, Paragraph 8, at a meeting at which there is a quorum shall be the decision of the Board. The Board may also act without a meeting in accordance to Paragraph 11 of this Article. Voting by proxy or absentee ballot is not allowed.

11. **Action Without Meeting.** The Board may take action without a meeting if the Corporation delivers a written or electronic ballot to every Member of the Board entitled to vote on the matter. An action that receives a majority vote by written or electronic ballot shall be the decision of the Board.

12. **Waiver of Notice of Meeting.** The Board may waive the timing and/or content of a notice of meeting required by these Bylaws. To do so, the waiver shall be in writing, be signed by each member of the Board who is entitled to notice, and be delivered to the Corporation for inclusion in the minutes or filed with the corporate records. If a meeting has not been properly noticed and a Board member has not already signed a waiver of notice, that Board member's attendance at the meeting waives any objection to the lack of notice or deficient notice of the meeting, *unless* the Board member objects to holding the meeting or transacting business at the meeting because of the lack of notice or defective notice.

13. **Conflict of Interest.** The Board shall adopt and comply with a Conflict of Interest Policy covering disclosures of Board members and employees as to direct and potential conflicts of interest between such individuals and the Corporation. The policy also must contain a method to remedy any conflicts. The Board shall cause such policy to be reviewed annually and each covered individual shall be required to complete and sign an annual disclosure form.

14. **Power, Authority and Accountability.** The Board shall have full power and authority over the affairs of the Corporation, except as otherwise provided in these Bylaws or by state law. The Board shall engage in such activities so as to comply with its fiduciary duties as required under state and other applicable law.

15. **Attendance.** Any Board member, including Elected Officers, who is absent from three (3) Board meetings within the Board year, without good cause acceptable to the Chair or designee, may be subject to removal pursuant to Article VIII, Paragraph 16 below.

16. **Removal.** A Board member elected by the Voting Members may be removed: (1) with or without cause, by a majority vote of the Voting Members at a meeting called for the purpose of removing the Board member, or (ii) any Board member no longer qualified to serve, under the standards set forth in these Bylaws, the position description, or other agreement with the Corporation, may be removed by a vote of a two-thirds (2/3) of the Board. The Notice shall state that one of the purposes for the meeting is removal of the Board member.

17. **Resignation.** Any Board member may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.

#### **ARTICLE IX- CHIEF EXECUTIVE OFFICER**

1. The CEO shall be employed by the Board and shall hold office at its pleasure. The CEO shall serve as an *Ex Officio* non-voting member of the Board.

2. **Duties.** The CEO shall perform the duties prescribed in this Article and such other duties as are prescribed by the Chair. The duties include, but are not limited to, the following:

a. The CEO shall be responsible for providing advice and assistance to the Corporation, the Board, the Chair and other Elected 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* non-voting member of task groups and committees. The CEO shall have such other powers, and perform such other duties as may be provided by the Chair. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board.

#### **ARTICLE X - 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 Chair shall appoint the chairs of committees and task groups, with the approval of the Board.

3. **Meeting by Telecommunication.** Members of any committee may participate in a meeting of the committee by any means of communication in which all persons participating may hear each other during the meeting.

#### **ARTICLE XI - EXECUTIVE COMMITTEE**

1. **Executive Committee.** The Executive Committee shall include the Elected Officers of the Corporation and two (2) Members-at-Large selected by the Chair, and approved by the Board, and the CEO shall be an *Ex Officio* non-voting member of the Executive Committee. The Chair 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 have such other powers, and perform such other duties as may be provided by the Chair. The Executive Committee shall report all actions taken for ratification by the Board.

3. **Meetings.** Meetings of the Executive Committee shall be called by the Chair. Executive Committee meetings may be held without Notice.

4. **Quorum.** A majority of the members of the Executive Committee must be present in person or telephonically, 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 in person or telephonically shall be the decision of the Executive Committee. The Executive Committee

may also act without a meeting through an email vote. An action that receives a majority vote by email shall be the decision of the Executive Committee.

## **ARTICLE XII - NATIONAL DELEGATES/ALTERNATES**

1. **Eligibility.** The National Delegates whom the Corporation is entitled to elect to the National Council of GSUSA, shall be elected in accordance with Article XII, Paragraph 2 of these Bylaws and in accordance with the time frame established by GSUSA. National Delegates and National Alternates shall be citizens of the United States of America and shall be elected from the Members registered through the Corporation with GSUSA who are fourteen (14) years of age or over. Executive staff members employed by the Corporation, who meet the other criteria, are eligible for election as National Delegates, provided the number of executive staff members from the Corporation do not exceed the number of volunteers elected to serve as National Delegates. As long as the Corporation is allocated more than four (4) National Delegates by GSUSA, there shall be a minimum of two (2) girl National Delegates who are between the ages of fourteen (14) and eighteen (18) at the time of National Convention. If the Corporation's allocated number of National Delegates by GSUSA is reduced to four (4) or less, then only one (1) girl National Delegate between the ages of fourteen (14) and eighteen (18) at the time of National Convention shall be required.

2. **Election and Term.** National Delegates and National Alternates shall be elected in the same manner as the Board is elected a meeting of the corporation or by electronic ballot to Voting Members. They shall serve for a term of three (3) years, from the date of their election, or until their successors are elected.

3. **Vacancies.** National Delegate vacancies are filled from the elected National Alternates. The National Alternates shall be elected at the same time and in the same manner as National Delegates. If there are no National Alternates, the Board shall have the power to fill vacancies among the National Delegates by majority vote of the Board until the next meeting of the Voting Members.

4. **Responsibilities.** The National Delegates and National Alternates shall represent the Corporation at the GSUSA National Council Session. The National Delegates and National Alternates duties are limited to those responsibilities identified in the position description provided by the Corporation. The failure of any National Delegate and National Alternate to meet the position responsibilities as set forth in the position description provided by the Corporation will be subject to removal in the same manner as the Board.

## **ARTICLE XIII - FISCAL RESPONSIBILITIES OF THE BOARD**

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 financial institutions 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 Members and the public, in such form as the Board shall provide.

9. **Investments.** The funds of the Corporation shall be invested in accordance with the policy established by the Board or by a committee appointed by the Board for such purpose. 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.

#### **ARTICLE XIV - INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Elected Officer, Board member, or employee of the Corporation against all expenses and liabilities, including, without limitation, attorneys fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding in which he or she may become involved by reason or his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right

of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omission which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Elected Officers, Board members, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Elected Officer, Board member, or employee under this Article and shall apply to such Elected Officer, Board member, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **ARTICLE XV - RULES OF ORDER**

The Board will adopt reasonable rules of order, such as Robert 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 Corporation.

#### **ARTICLE XVI - AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the Voting Members pursuant to the voting procedures set forth in Article V, Paragraph 10, provided that the proposed amendment(s) shall have been included in the Notice of the meeting or with the mail-in or electronic ballots.