

**GIRL SCOUTS LOUISIANA EAST, INC.
BYLAWS**

Council Membership Revised and Approved

March 30, 2019

Please note:

Articles of Incorporation have not been amended.

By-Laws of the Council GIRL SCOUTS LOUISIANA EAST, INC

ARTICLE I. NAME

The name of this organization shall be Girl Scouts Louisiana East, Inc., hereinafter referred to as the "Council".

ARTICLE II. PURPOSE

The purpose for which the corporation is formed is exclusively charitable and educational as contemplated by Section 501(C)(3) of the Internal Revenue Code of 1954. Any reference herein to any provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded as the case may be.

The specific and primary purpose for which this corporation is formed is to offer all girls residing within its jurisdiction an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scout movement in the United States of America, and to that end to develop, manage, and maintain Girl Scouting throughout the area of its jurisdiction in such a manner and subject to such limitations as prescribed by the Constitution, the Bylaws, and the policies of the Girl Scouts of the United States of America, and by the terms of the charter granted to this corporation by the Girl Scouts of the United States of America.

ARTICLE III. MEMBERS

Section 1. Eligibility

Individuals eighteen (18) years of age or older, registered through the Council, are eligible to be members of the Council. All members shall reside within the jurisdiction of the Council.

Section 2. Composition

A. Membership of the Council shall consist of:

1. Delegates elected by the Service Units as described in Article X;
2. Elected members of the Board of Directors, herein after referred to as the "Board"; and
3. Members of the council's Board Nominating and Development Committee.

B. The total number of members in the Council should not be less than 80.

C. At least two-thirds (2/3) of the members of the Council must be elected by the Service Units.

Section 3. Election & Voting Procedures

- A. Each Service Unit shall elect delegates and alternates in accordance with the policies and procedures established by the Board.
- B. Each Service Unit shall be entitled to elect one (1) delegate plus additional delegates based on registered girl membership at the close of business on September 30. The formula to determine number of delegates is administered and determined by the Board.
- C. Term and Vacancies
 - 1. Delegates must be registered Girl Scouts.
 - 2. Delegates serve a term on one year or until their successor is elected. Delegates should not serve more than six consecutive years in this position.
 - 3. Terms of office shall coincide with the membership year, with elections to take place within thirty days of September 30.

Section 4. Duties – Council Members The members of the Council shall:

- A. Elect the members of the Board, the officers, the members of the Board Nominating and Development Committee, and the delegates and alternates to the National Council of Girl Scouts of the United States of America.
- B. Amend the Articles of Incorporation and Bylaws.
- C. Take all other action requiring membership vote.
- D. Conduct such other business as may, from time to time, come before the members.

Section 5. Vacancies

The chair with approval of the Board shall fill Council delegate vacancies for the remainder of the unexpired term.

Section 6. Annual Meeting

The Annual meeting of the Council shall be held at such time and place as may be determined by the Board provided it is held within one hundred twenty (120) days following the close of the fiscal year. Notice of the time, place, and purpose of the meeting, together with the slate of nominees for all offices and positions to be filled pursuant to these Bylaws, shall be given in writing to each member of the Council not less than thirty (30) days before the meeting.

Section 7. Special Meetings

Special meetings of the Council shall be called by the chair, within fourteen (14) days, upon written request of two-thirds (2/3) of the members of the Board or of twenty-five (25) percent of the members, provided that at least a majority of the Service Units are represented, for any purpose within the Council, at any time. 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 time, place and purpose of the meeting shall be communicated in writing to the Council by the member. Notice must be given not more than thirty (30) days and not less than ten (10) days before the meeting.

Section 8. Quorum

Twenty-five (25) percent of the Council shall be present in person to constitute a quorum for the transaction of business, provided, however, that a majority of the Service Units shall have at least one (1) of their elected delegates present at each such meeting.

ARTICLE IV. OFFICERS

Section 1. Number and Title

The officers of the Council shall be the chair; a first vice-chair; a second vice-chair; a secretary; a treasurer; and the chief executive officer, who shall serve without privilege of vote.

Section 2. Election, Term and Vacancies

The chair, vice-chairs, secretary and treasurer shall be elected by the members of the Council for a term of **three (3)** years, or until their successors are elected. No member shall hold more than one position at a time. An officer shall serve for no more than **two (2)** consecutive terms in any one office or combination of the offices of vice-chairs, secretary or treasurer. Regardless of the number of consecutive terms served, any person shall be eligible to serve **two (2)** consecutive terms as chair. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than the chair, shall be filled by the Board until the next annual meeting. In the case of a permanent vacancy in the office of chair, the vice-chairs will succeed in order of their rank until the next annual meeting. In the case that no vice chair is able to accept such, the Board shall have the power to elect the chair from its own membership to serve until the next annual meeting.

Section 3. Duties

The duties of the officers shall be as follows:

A. The Chair shall:

1. Be the chief corporate officer of the corporation and preside at all meetings of the Council, the Board and the executive committee.
2. Be responsible for seeing that the items of direction given by the Board are carried into effect.
3. Report to the membership and the Board at the Annual Council Meeting on the conduct and management of the affairs of the Council.
4. Insure that the vice-chairs are appropriately included in the conduct and management of the affairs of the Council to facilitate continuity and the possible ascension of the vice-chairs to the office of chair.
5. Be an ex officio member of all committees established by the Board.
6. Have such other powers and perform such other duties as may be assigned by the Board or prescribed elsewhere in the Bylaws.
7. The Board Chair shall exercise the right to vote only in the case of a tie.

B. The vice-chairs shall have the following duties:

1. In temporary absence or disability of the chair, the vice-chairs in order of their rank shall preside at meetings of the Council and of the Board.
2. They shall have such other powers and perform such other duties as may be assigned by the chair.
3. The first vice-chair shall insure an understanding of the overall conduct and management of the affairs of the Council through coordination with the chair for a possible nomination to the office of chair.
4. The second vice-chair shall serve as chairman of training for Annual Meeting and National Conference Delegates.

C. The secretary shall:

1. Be responsible for seeing that notices are issued of all meetings of the Council and the Board and that minutes of the meeting are kept.
2. Be responsible for the custody of corporate books, records and files.
3. Serve as historian.
4. Exercise powers and perform such other duties usually incident to the office of secretary or as may be assigned by the chair and Board.

D. The treasurer shall:

1. Be responsible for monitoring the control, receipt, and custody of all assets of the Council.
2. Be responsible for monitoring disbursements as authorized by the Board.
3. Be responsible for keeping accurate accounts of monies received and paid out.
4. Be responsible for execution of contracts or other instruments authorized by the Board.
5. Be responsible for preparation and issuance of financial statements and reports.
6. Be ex officio a member of the finance committee.
7. Be responsible for monitoring investment of the funds of the Council in accordance with the direction of the finance committee subject to the supervision of the Board.
8. Exercise the powers and perform such other duties usually incident to the office of the treasurer or as may be assigned by the chair or Board.

E. The chief executive officer shall be appointed by the Board to hold office at its pleasure and shall serve as an officer of the Board without vote. The chief executive officer shall:

1. Be the chief executive officer of the Council.
2. Be responsible for providing advice and assistance to the Council, the Board, the chair and other officers, and the Service Units.
3. Be responsible for administering the total operations of the Council.
4. Have the authority to employ and release all employed staff in accordance with policies adopted by the Board.
5. Have such other powers and perform such other duties as may be designated by the Board through the chair.

Section 4. Removal

An elected member of the board who is absent from two (2) consecutive Board meetings without good cause and communication of same will be deemed to have resigned and shall be notified by the Board in writing of same.

ARTICLE V. BOARD NOMINATING and DEVELOPMENT COMMITTEE

Section 1. Composition

There shall be a Board Nominating and Development Committee of the Council of eight (8) elected members, of whom three (3) shall be elected from among the members of the Board. The count of 8 committee members shall not include the committee chair. All members of the Board Nominating and Development Committee (BDC) must reside within the jurisdiction of the Council. The Board Nominating and Development Committee chair shall become a member, if not already a member of the Board, and shall serve with full privilege of vote. The majority of the Board Nominating and Development Committee members, a maximum of five (5), shall be non-board members. The chief executive officer shall attend all meetings of the Board Nominating and Development Committee to provide support and ensure continuity. This responsibility should not be delegated.

Section 2. Terms

Members of the Board Nominating and Development Committee shall be elected by the members of the Council for a term of three (3) years, or until their successors are elected.

- A. The chair of the Board Nominating and Development Committee shall be appointed by the board chair with Board approval from among the committee members for a term of three (3) years and may serve no more than two (2) terms as chair. The chair of the Board Nominating and Development Committee shall exercise the right to vote only in the case of a tie.
- B. Terms of office shall begin at the close of the annual meeting at which the elections are held and shall expire at each annual meeting of the Council. The Board shall have the power to fill vacancies in the committee until the next annual meeting of the Council.

Section 3. Quorum

A majority of the members of the committee shall be present in person, or through agreed-upon telecommunication, 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 members.

Section 4. Duties

- A. The committee shall present to the membership at the annual meeting a single slate of nominees for officers of the Council, a single slate of nominees for members-at-large of the Board, and a single slate of nominees for members of the Board Nominating and Development Committee.
- B. At a meeting of the Council held in the year of the regular meeting of the National Council Meeting of Girl Scouts of the United States of America, the Board Nominating and Development Committee shall in addition, present to the membership a single slate of nominees for delegates to the National Council meeting, and a single slate of alternates to fill vacancies among elected delegates, should vacancies occur.
- C. Nominations may be made from the floor at the Council meeting, provided that written consent of the nominee has been secured and submitted to the Board Chair no later than seven (7) business days before the annual meeting. The Board Nominating and Development Committee will then establish the eligibility of the individuals so nominated "in accordance with these Bylaws" and inform the chair of their findings prior to the annual meeting.

Section 5. Removal

A member of the Board Nominating and Development Committee who is absent from **two (2)** consecutive Board Nominating and Development Committee meetings without good cause and communication of same will be deemed to have resigned and shall be notified by the Board in writing of same.

ARTICLE VI. ELECTION PROCEDURES

Election of Officers, Members-at-Large, Board Nominating and Development Committee members, and National Council delegates shall occur at the Annual Meeting by those delegates present in person.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of fifteen to twenty-nine members, including the five officers of the Council, and the elected Directors, herein called “members-at-large”. The chair of the Board Nominating and Development Committee, if not elected to the Board of Directors otherwise, shall become a member of the Board with full privilege of vote. All members of the Board of Directors must reside within the jurisdiction of the Council.

Section 2. Election and Term

The members-at-large shall be elected by the members of the Council for a term of three (3) years, or until their successors are elected and shall serve for no more than two (2) consecutive terms. Terms of office shall begin at the close of the annual meeting at which the elections are held. 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 chair of the Board Nominating and Development Committee.

A person who has served more than half of a term in an office (as the term for the office is set forth in the Bylaws), either by reason of appointment and/or election, 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.

Section 3. Duties

- A. The Board shall manage the corporate business and affairs of the Council, except as otherwise provided in these Bylaws or the articles of incorporation.
- B. The Board shall appoint the chief executive officer to serve at its pleasure.
- C. The Board is accountable: to the elected membership for managing the affairs of the Council; to the Board of Directors of GSUSA for compliance with the charter requirements; to the state in which it is incorporated for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations.

- D. The Board shall be responsible for maintaining the following fiscal policies and responsibilities:
1. Any contributions, bequests and gifts made to the Council shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions shall be established by the Board.
 2. All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banking institutions as shall be designated by the Board.
 3. Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Council shall be provided by resolution of the Board.
 4. All persons having access to, or major responsibility for, the handling of monies and securities of the Council shall be bonded, as provided by resolution of the Board.
 5. The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.
 6. A certified public accountant or other independent 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 Girl Scouts of the United States of America.
 7. Independent legal counsel should be consulted by the Council to:
 - a. Ensure compliance with federal and state requirements;
 - b. Review and advise on any and all legal instruments the Council executes, such as leases, contracts, property purchases or sales;
 - c. Review and advise on any official statements developed for the press and media.
 8. Title of all property (with the exception of troop equipment) shall be held in the name of the Council.
 9. A summary report of the financial operations of the Council shall be made at least annually to the membership and to the public.
 10. The Board shall establish investment policies for the funds of the Council in accordance with the direction of the finance committee.

Section 4. Vacancies

Except as provided and/or restricted in these Bylaws, vacancies in the Board occurring by death, resignation, creating of new Directorships, or otherwise; shall be filled until the next annual meeting of the Council by affirmative vote of the remaining Directors then in office at any special meeting of the Board called for that purpose or at any regular meeting. A quorum is not necessary. Nominees shall be presented by the board nominating committee made up of the Board chair and two additional members of the board of directors.

Section 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 six (6) times annually, including the annual meeting. Notice of time, place and purpose of the meeting shall be mailed to each director not less than five (5) business days before the meeting. Participation by electronic communication is permitted.

Section 6. Special Meetings

Special meetings may be called by the chair and shall be called upon written request of eight (8) Directors or written request of three (3) officers. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. Special meetings of the Board shall be held at the same place that the regular meetings of the Board are held, unless otherwise determined by the Board.

Section 7. Quorum

A majority of the members of the Board shall be present in person, or by other permitted telecommunication means, to constitute a quorum for the transaction of business.

Section 8. Removal

Upon a Board member's unexcused absence from a **one (1)** meeting within a year, the secretary shall send a letter to said member informing him/her of the date, time and place of the next meeting and that failure to attend shall result in immediate removal from the Board. A member of the Board of Directors who is absent from **two (2)** meetings without good cause and communication of same will be deemed to have resigned and shall be notified by the Board in writing of same.

Section 9. Voting

Each member shall be entitled to one vote which may be cast in person or by other approved electronic or telecommunication means.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee shall be composed of the elected officers of the Council, the Chair of the Board Nominating and Development Committee, and three members-at-large from the Board of Directors. The three members-at-large shall be appointed by the board chair to serve for a term of one year.

Section 2. Duties

The executive committee shall have, and may exercise, the power of the Board in the interim between Board meetings, except that the executive committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Council. The executive committee shall submit reports to the Board on actions taken.

Section 3. Meetings

The executive committee shall meet at the call of the chair or at the written request of three (3) members of the executive committee, three (3) days notice having been given.

Section 4. Quorum

A majority of the members of the committee shall be present in person or through agreed-upon telecommunication to constitute a quorum for the transaction of business.

ARTICLE IX. BOARD COMMITTEES AND TASK GROUPS

Section 1. Establishment

The Board may establish standing committees, study groups, special committees, and/or task groups, as it deems necessary. The name of the subcommittee, its duties and its responsibilities are determined by the Board.

Section 2. Composition

The chair shall appoint the chair and the members of the committees and/or task groups with the approval of the Board.

Section 3. Terms and Duties

The composition, appointment and term of the chair, appointment and term of members, duties and quorum will be established by the Board at their discretion for each committee established under Section 1.

Section 4. Task Groups

Task groups shall have names and duties as determined by action of the Board and will remain in existence only as long as needed to complete the designated charge.

ARTICLE X. NATIONAL COUNCIL DELEGATES

Section 1. Election

- A. The delegates the Council is entitled to elect to the National Council Meeting of the Girl Scouts of the United States of America shall be elected by the members of the Council at a meeting held in the year of the regular meeting of the National Council.
- B. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout movement registered through the Council, fourteen (14) years of age or older; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.
- C. At least a majority of the delegates shall be volunteer members of the Council. In the case where there are only two (2) delegates, at least half shall be volunteer members of the Council.
- D. Alternates shall be elected at the same time and in the same manner as the delegates.

Section 2. Vacancies

The Board, or the chair in the absence of a meeting of the Board, shall fill delegate vacancies from the elected alternates. If no alternates are available to fill the vacancies, the Board, or the chair in the absence of a meeting of the Board, shall have the power to fill vacancies among the delegates until the next meeting of the Council.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, in its most recent revision, shall be the parliamentary authority governing the meetings of the Council, Board, constituencies and all committees, subject to the laws of the State of Louisiana, and the Council articles of incorporation, these Bylaws and any special rules of order the Council may adopt.

ARTICLE XII INDEMNIFICATION

The council shall indemnify directors and officers against losses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding relating to the performance of their duties to the extent permitted by law.

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of members of the Council present and voting at any duly called meeting of the Council, provided that the proposed amendment shall have been included in the notice of meeting.

The Board has the authority to amend the bylaws relative to technical changes brought about by GSUSA or governmental regulations. These amendments will be ratified by the Council at the next annual meeting.

**ARTICLES OF INCORPORATION
OF GIRL SCOUTS LOUISIANA EAST, INC.**

Adopted May 8, 2008

**ARTICLE I
NAME**

The name of this corporation is Girl Scouts Louisiana East, Inc.

**ARTICLE II
PURPOSE**

The purpose for which the corporation is formed is exclusively charitable and educational as contemplated by Section 501(C)(3) of the Internal Revenue Code of 1954. Any reference herein to any provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded as the case may be.

The specific and primary purpose for which this corporation is formed is to offer all girls residing within its jurisdiction, an opportunity to participate in the Girl Scout program in accordance with the purpose of the Girl Scout movement in the United States of America, and to that end to develop, manage and maintain Girl Scouting throughout the area of its jurisdiction in such a manner and subject to such limitations as prescribed by the Constitution, the Bylaws, and policies of Girl Scouts of the United States of America, and by the terms of the charter granted to this corporation of Girl Scouts of the United States of America.

**ARTICLE III
POWER**

In furtherance of its purpose, the corporation shall have the following powers:

1. To hire, lease, buy, inherit, or otherwise acquire and hold land, buildings, equipment, or other real or personal property for a Girl Scout office, camp, or similar purpose, and to build, construct, operate, and manage the said property for the benefit of Girl Scouting; to rent, lease, mortgage, or sell all or any part of such real or personal property acquired by said corporation.
2. To have and to exercise all of the powers now and hereafter provided by the laws of the State of Louisiana in furtherance of the purposes hereinbefore expressed except that the corporation shall not have the power to carry on propaganda, or participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV
TERM

This corporation shall have perpetual existence, provided that a charter from Girl Scouts of the United States of America is held by the corporation.

ARTICLE V
NON-PROFIT

This corporation is a non-profit corporation and is organized on a non-stock basis.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at 841 S. Clearview Parkway in the City of Jefferson, Parish of Jefferson, State of Louisiana. The registered agents are the Chief Executive Officer Jacqueline K. Alexander and the General Counsel for the corporation Kenneth P. Carter.

ARTICLE VII
MEMBERSHIP

The members of the corporation shall be registered members of the Girl Scout movement, 18 years of age or older. Membership of the corporation shall consist of:

- (a) Delegates elected by the Service Units as defined in the Bylaws and
- (b) The members of the Board of Directors and the members of the Board Nominating and Development Committee, as provided for in the Bylaws, who are not otherwise members of the corporation all or whom shall be ex officio members of corporation. At least two-thirds of the members must be elected by the Service Units. All members shall hold membership only for the term to which they have been elected.

ARTICLE VIII
MEETING OF MEMBERSHIP

There shall be at least one meeting of the corporate membership each year.

ARTICLE IX
BOARD OF DIRECTORS

This corporation shall be governed by a Board of not less than 15 Directors which shall exercise all the corporate powers and responsibilities of this corporation and shall have all the authority which this corporation may delegate to the Board of Directors under the law except as may be otherwise provided in the Bylaws or Articles of Incorporation.

ARTICLE X
ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or inure to or for the benefit of any of its members, Directors, officers, or other employees, or any other individual whether before, upon, or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred or as reimbursement for expenses incurred in conducting its affairs.

ARTICLE XI
DISSOLUTION

In the event of the dissolution or final liquidation of the corporation after all liabilities and obligations of the corporation have been paid, satisfied, and discharged or adequate provision made therefore, all remaining property and assets of the corporation shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting, pending future determination by Girl Scouts of the United States of America as to what disposition of such assets will best serve the interests of Girl Scouting for the territory over which the corporation had jurisdiction.

ARTICLE XII
AMENDMENTS

These articles may be amended by a two-thirds vote of the members voting at the members meeting provided that the proposed amendments shall have been included in the notice of the meeting.