

BYLAWS OF GIRL SCOUTS OF THE JERSEY SHORE, INC.

ARTICLE I – CORPORATE STRUCTURE

Section 1. Corporation. The Corporation shall be known as Girl Scouts of the Jersey Shore, Inc. herein referred to as the “Council,” as incorporated under the laws of the State of New Jersey and as chartered by the Girl Scouts of the USA, herein referred to as “GSUSA.”

Section 2. Members of the Corporation. Only persons who are members of the Girl Scout Movement, fourteen (14) years of age or over, registered through the Council are eligible to be members of the Corporation. Members of the Corporation, in meeting assembled, shall consist of:

- a. the elected Delegates from operational units
- b. the elected Officers of the Council
- c. the elected Members at Large of the Board of Directors, herein referred to as the “Directors”
- d. the elected Members of the Council Board Development Committee who are not elected Directors
- e. the elected National Council Delegates and Alternates. Employed staff members who are elected delegates to the National Council will be members of the Council, ex-officio, without vote.

Collectively, these members are herein referred to as the “Delegate Body.” At least fifty-one percent (51%) of the Delegate Body of the Corporation shall be those elected by operational units.

Section 3. Responsibilities. The Delegate Body of the Council shall:

- a. Elect:
 1. the Officers of the Council
 2. the Directors
 3. the Members of the Council Board Development Committee
 4. the National Council Delegates and Alternates to the National Council of GSUSA
- b. Take all other action requiring membership vote under these Articles of Incorporation of the Council, these Bylaws or applicable laws
- c. Conduct such other business as may, from time to time, come before the members.

Section 4. Annual Meeting of the Council. The Annual Meeting of the Council shall be held in May at such time and place as determined by the Board of Directors.

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 delivered in person, mailed or electronically transmitted to each member of the Delegate Body of the Council not more than sixty (60) and not less than ten (10) days before the meeting.

Section 5. 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 of Directors or twenty-five (25) percent of the voting members for any purpose(s) 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 the time, place and purpose of the meeting shall be delivered in person, mailed or electronically transmitted to each member of the Delegate Body of the Council not more than sixty (60) and not less than ten (10) or days before the meeting.

Section 6. Quorum. Fifty-one (51) percent of the voting members shall be present in person to constitute a quorum for the transaction of business, provided members are present from a majority of the operational units.

Section 7. Voting Procedures. Each voting member present in person shall be entitled to one (1) vote. Election shall be by ballot; a plurality of votes cast shall elect officers and directors. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law, these Bylaws or parliamentary authority. There shall not be voting by proxy.

ARTICLE II – BOARD DEVELOPMENT COMMITTEE

Section 1. Composition: There shall be a Board Development Committee of the Council of nine (9) members. Three (3) shall be elected from among the members of the Board, and six (6) shall be non-Board members.

Section 2. Method of Election, Terms and Vacancies: Members of the Board Development Committee shall be elected by the voting members of the Council for a term of two (2) years, shall serve for no more than two (2) consecutive terms, and shall not be eligible again for Board Development Committee membership until after a lapse of one (1) year. The terms of the members shall be staggered.

Terms of office shall begin at the adjournment of the Annual Meeting of the Council. The Board of Directors shall have the power to fill vacancies in the Board Development Committee until the next Annual Meeting of the Council.

Section 3. Selection and Term of Chairperson. The Chairperson of the Board Development Committee shall be appointed by the Chair from among the Board Development Committee members for a term of one (1) year and may serve for a total of two (2) consecutive one (1) year terms. The Chairperson, if not already elected to the Board of Directors, shall serve as an ex-officio member of the Board of Directors as set forth in Article III, Section 2 of these Bylaws. A vacancy in the office of the Chairperson shall be filled by the Chair for the remainder of the unexpired term.

Section 4. Quorum. A majority of the members of the full Board Development Committee, in person or participating by means of conference telephone, or by means such that all members participating in the meeting are able to hear one another, shall constitute a quorum for the transaction of business.

Section 5. Responsibilities. The Board Development Committee shall present to the membership at the Annual Meeting of the Council, a single slate of:

- a. Candidates for Officers of the Council
- b. Candidates for Members-At-Large of the Board of Directors
- c. Nominees for Alumnae Representatives of the Board of Directors
- d. Nominees for members of the Council Board Development Committee.

The Board Development Committee shall be responsible for orientation and evaluation of members of the Board of Directors.

In the year prior to the meeting of the National Council, the Board Development Committee shall present a single slate of nominees for National Council Delegates and Alternates to the National Council Session.

Nominations may be made from the floor at the Annual Meeting of the Council provided the eligibility of the individuals nominated has been established and is in accordance with the Bylaws, and the written consent of such individuals has been secured and submitted at the meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Powers, Responsibilities and Accountabilities. The corporate business and affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in the Bylaws or the Articles of Incorporation. The Board of Directors has the responsibility for setting policy for the Council. The Board of Directors, with input from Council Delegates, shall establish policies and guidelines for the election of Council Delegates and the administration of the Policy Influencing Structure. Said policies and guidelines shall be made available to operational unit members.

The Board of Directors is accountable to:

- a. the membership for managing the affairs of the Council and none of its actions shall conflict with the actions taken by the Council
- b. the Board of Directors of GSUSA for compliance with the Charter requirements and,
- c. must comply with the corporate law of the State of New Jersey and the federal government in all matters relating to non-profit and non-stock organizations.

Section 2. Composition. The Board of Directors shall consist of between 16 and 25 total Board members, comprised of:

- a. the Officers of the Council, except for the CEO. The CEO shall attend all meetings of the Board of Directors, except when excused by the Chair or Vice Chair, but without a vote; and
- b. a minimum of 10 but not more than 19 at-large Directors, as many as two (2) of whom shall represent Council alumnae groups on the Board of Directors and who shall be eligible to serve as an at-large Director by being recommended to the Board Development Committee by an alumnae group; and
- c. the immediate past Chair, who shall serve for a period of one (1) year immediately after serving as Chair of the Council.

The current Chair of the Board Development Committee, if not otherwise a member of the Board of Directors pursuant to a. b. or c. of this Section 2, shall be a standing invitee to attend all meetings of the Board of Directors, except when excused by the Chair or Vice Chair. As an invitee, such person shall not be a member of the Board of Directors, shall not count towards determination of a quorum and shall not have the privilege of vote.

Section 3. Election and Term. The at-large members of the Board of Directors shall be elected by a plurality vote of the Delegate Body of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms. Terms of office shall begin at the adjournment of the Annual Meeting of the Council at which the elections are held.

The term of office of one-half (1/2) of the at-large members shall expire at each Annual Meeting of the Council. Regardless of the number of consecutive terms any one (1) person shall have served as a member, such person shall be eligible to be a member of the Board when serving as an Officer. Any other member of the Board of Directors who has served three (3) consecutive terms shall be eligible for re-election after a one (1) year period.

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

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled upon recommendation by the Chair of the Council and an affirmative vote of a majority of the Board of Directors until the next Annual Meeting of the Council.

Section 5. Removal. An elected Director may be removed with or without cause by the affirmative vote of a majority of the votes cast by the Delegate Body. Also, any Director may be removed by the Board of Directors with cause by the affirmative vote of two-thirds (2/3's) of the votes cast by the members of the Board of Directors entitled to vote. Furthermore, any Director may be suspended by the Board of Directors by the affirmative vote of a majority of the votes cast by the Board of Directors pending a final determination that cause exists for removal.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Chair and CEO. The Board of Directors shall meet no less than five (5) times each year. Notice of time, place and purpose

of the meeting shall be received by each member of the Board not less than seven (7) days before the meeting.

Section 7. Special Meetings. Special meetings may be called by the Chair. Special meetings also shall be called by the Chair upon written request of one-third (1/3) of the Board of Directors. The purpose of such meetings shall be stated in the written request, and no business shall be transacted except that for which the meeting has been called. Notice shall be given to each member of the Board at least one (1) day before the meeting.

Section 8. Waiver of Notice. A Director may waive any notice required by these Bylaws at any time. This waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director, at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum. A majority of the members of the Board shall be present in person, or participating by means of conference telephone, or by means such that all members participating in the meeting are able to hear one another, to constitute a quorum for the transaction of business.

Section 10. Girl Representatives. There shall be no fewer than two (2), but not more than eight (8), non-voting attendees who will represent the Girl Scout membership to the Board of Directors. They shall be active members of the Girl Scout Movement, between the ages of fourteen (14) and eighteen (18) years and registered through the Council. The positions of Girl Representatives shall be filled in accordance with policies and guidelines established by the Board of Directors. Girl Representatives shall be assigned duties in accordance with policies and guidelines established by the Board of Directors. As invitees, Girl Representatives shall not be members of the Board of Directors, shall not count towards determination of a quorum and shall not have the privilege of vote.

Section 11. Attendees. Any persons who are not members of the Board of Directors but who attend meetings of the Board of Directors pursuant to these Bylaws, or who may otherwise be invited to attend, shall be permitted to participate in discussions of, and provide advice to, the Board of Directors, as permitted by the Chair or Vice Chair conducting the meeting, but shall not be considered members of the Board of Directors, shall not count toward determination of a quorum and shall not have the privilege of vote. Such attendees may be excused from participation and/or attendance at the meeting at any time at the discretion of the CEO, or the Chair or Vice Chair conducting the meeting.

ARTICLE IV – OFFICERS

Section 1. Number and Title. The Officers of the Council shall be a Chair; a first, a second and a third Vice Chair; a Secretary; a Treasurer; and the CEO.

Section 2. Election, Term, Vacancies.

- a. Each of the Chair, Vice Chairs, Secretary and Treasurer shall be elected by the Delegate Body of the Council for a term of two (2) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms in any one or more of these offices.
- b. Terms of office shall begin at the close of the Annual Meeting of the Council at which elections are held.
- c. A vacancy among the Officers other than the Chair shall be filled by the Board of Directors until the next Annual Meeting of the Council. In the event of a permanent vacancy, as determined by the Board of Directors, in the office of the Chair, the Vice Chairs shall succeed in order of their rank and serve until the next Annual Meeting of the Council.
- d. The CEO shall be appointed by the Board of Directors to hold office at its pleasure and subject to the removal authority of the Board of Directors set forth in Section 4 hereof.

Section 3. Responsibilities of Officers.

- a. The Chair shall be the chief elected corporate officer of the Council and shall preside at meetings of the Council and the Board of Directors. The Chair shall be responsible for seeing that the lines of direction given by the members of the Council and the actions of the Board of Directors are carried into effect. The Chair is responsible for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The Chair shall serve as ex-officio member of all committees established by the Board of Directors, and shall have such other powers and perform such other duties as are assigned by the Board of Directors or the Council, or prescribed elsewhere in the Bylaws. The Chair shall serve as ex-officio member of the Board of Directors for one (1) year following the expiration of the Chair's term as set forth in Article III, Section 2 of these Bylaws.
- b. In the temporary absence or disability of the Chair, the Vice Chairs, in order of their rank, shall preside at the meetings of the Council and of the Board of Directors. They shall have such powers and perform other duties as assigned by the Chair.
- c. The Secretary shall be responsible for seeing that notices are issued of all meetings of the Council and the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files; and 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 or Board of Directors.

- d. The Treasurer shall be responsible for monitoring the control, receipt and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use and disbursements of all assets of the Council. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and as may be assigned by the Chair or Board of Directors. The Treasurer shall be a member of the Finance Committee.
- e. The CEO shall be responsible for providing advice and assistance to the Council, Board of Directors, the Chair and other Officers, and the committees; and shall be responsible for administering the total operations of the Council. The CEO shall have such other powers and perform such other duties as may be delegated by the Board of Directors through the Chair. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

Section 4. Removal. An elected Officer may be removed, with or without cause, only by vote of the Delegate Body. Also, an elected Officer may be suspended for cause by the Board of Directors by the affirmative vote of a majority of the votes cast by the Board of Directors.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall include the Officers of the Council and the Chairs of the Standing Board Committees and any Directors appointed by the Chair. Chair shall be the Chair of the Executive Committee. The CEO shall serve without vote.

Section 2. Responsibilities. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board of Directors meetings. The Executive Committee shall not, and shall not be empowered to: (a) make, alter or repeal the Bylaws, (b) elect or appoint Directors, (c) remove any Officer or Director, (d) submit actions to members for approval, (e) amend or repeal resolutions previously adopted by the Board, (f) adopt, modify or amend the budget, or (g) take any action which is contrary to, or a substantial departure from, the direction established by the Board of Directors, or which represents a major change in the affairs, business or policy of the Council. The Executive Committee shall submit reports to the Board of Directors on actions taken.

Section 3. Meetings. Meetings of the Executive Committee shall be called by the Chair. Notice of time, place and purpose of the meeting shall be given to each member of the Executive Committee.

Section 4. Quorum. Five (5) members of the Executive Committee must be present in person, or participating by means of conference telephone, or by means such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

ARTICLE VI – PARTIAL TERMS

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

ARTICLE VII - BOARD COMMITTEES

Section 1. Establishment. The Board of Directors shall establish a Finance Committee, Audit Committee, and Property Committee. The Investment and Fund Development Committees shall be sub-committees of the Finance Committee and may establish such standing committees and/or task groups, as it deems necessary. Such meet separately or in conjunction with the Finance Committee as determined by the Board Chair. The Human Resource Committee shall be a task group of the Executive Committee for the purpose of policy review. The Board may establish such standing committees and/or task groups as it deems necessary.

Section 2. Compositions and Appointment. The Chair of the Council shall appoint the Chair and the members of committee(s), sub-committee(s)/task group(s) Chairs shall be appointed each year. The Board Treasurer shall be a member of the Finance Committee, but shall not serve as Chair.

Section 3. Vacancies and Removal: The Chair may fill vacancies on committee(s), sub-committee(s)/task group(s) and replace committee members for cause upon request of the Committee Chair.

ARTICLE VIII – POLICY INFLUENCING STRUCTURE

Section 1. Representative Units. The Board of Directors shall recognize operational units for the purpose of Delegate elections.

Section 2. Voting Members of the Operational Unit. Each member of the Girl Scout Movement, fourteen (14) years of age or over, registered through the Council, and residing or working in the operational unit shall be a member. Employed staff members may vote on operational unit issues, but are not eligible to serve as a Delegate.

Section 3. Responsibilities of the Operational Unit Member. It shall be the responsibility of the member to:

- a. elect Delegates to the Council
- b. present the views of the members to the Delegates and receive their reports
- c. advise on proposed plans, policies and other matters referred by the Board of Directors
- d. submit proposals to the Board of Directors for improving the quality of Girl Scouting
- e. participate in the strategic planning process as delegated by the Board of Directors

- f. perform such other duties as may be designated by the Board of Directors.

Section 4. Special Operational Unit Meetings. Special meetings may be called by the Delegates, the Board of Directors, or upon written request to the Delegates of twenty-five percent (25%) of the members. No business shall be transacted except that for which the meeting has been called. Notice of time, date, place, and purpose of the meeting shall be announced by the operational unit not less than seven (7) days before the meeting.

Section 5. Quorum. The operational unit members present in person, at all Delegate Meetings, shall constitute a quorum.

Section 6. Voting Procedures. Each member shall be entitled to one (1) vote. In elections, a plurality of votes shall elect. All other matter shall be determined by a majority of the members present in person, unless otherwise provided by law or these Bylaws.

Section 7. Election of the Operational Unit Delegates. Each unit shall elect Delegates in accordance with policies and guidelines established by the Board of Directors. The number of Delegates shall be determined by a formula established by the Board of Directors.

Section 8. Responsibilities of the Operational Unit Delegate. Delegates shall:

- a. attend and vote at the Annual Meeting of the Council
- b. attend Delegate Training and Delegate Forums
- c. represent the members at all meetings of the Council and all meetings called by the Board Liaison
- d. present for consideration at meetings such matters as considered necessary
- e. carry out such other duties as may be designated by the Board of Directors and/or the Board Liaisons.

Section 9. Vacancies. Vacancies of Delegates shall be filled by appointment in accordance with policies and guidelines established by the Board of Directors.

Section 10. Removal of Elected Positions. An elected Delegate may be removed after written notification by the Board Liaison with a two-thirds (2/3) vote of the operational unit members present at a meeting.

Section 11. Board of Directors' Liaisons. The Chair of the Council shall appoint two (2) Board Members to serve as Board Liaisons to the membership to ensure that the views of the membership are communicated to the Board. The Board Liaisons shall conduct two (2) Council Delegate Forums; one (1) in the fall, and one (1) in the spring in anticipation of the Annual Meeting of the Council.

ARTICLE IX - NATIONAL COUNCIL DELEGATES

The delegates whom the council is entitled to elect to the National Council of GSUSA shall be elected by the members of the Council at a meeting held within a year of the regular

meeting of the National Council. The Board of Directors, or the Chair in the absence of a meeting of the Board, shall fill delegate vacancies from among the persons elected to fill vacancies, which persons shall be elected at the same time and in the same manner as delegates. If there be no such persons, the Board of Directors, 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 Annual Meeting of the Council. Delegates shall be citizens of the United States of America; shall be elected from the active members of the Girl Scout Movement in the United States of America who are fourteen (14) years of age or over and who are registered through the Council with GSUSA; and shall serve for a term of three (3) years from the date of their election, or until their successors are elected.

ARTICLE X – FISCAL RESPONSIBILITY OF BOARD OF DIRECTORS

Section 1. Fiscal Year. The fiscal year of the Council shall be established by the Board of Directors.

Section 2. Contributions. 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 must be established by the Board of Directors.

Section 3. Depositories. All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Section 4. Approved Signatures. Approvals for signatures necessary on contracts, checks, and orders for payment, receipt, or deposit of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.

Section 5. Bonding. All persons having access to, or major responsibility for, the handling of money and securities of the Council shall be bonded, as provided by resolution of the Board of Directors.

Section 6. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 7. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Council. A report of all examinations shall be submitted to the Board of Directors and to GSUSA.

Section 8. Financial Reports. A summary report of the financial operations of the Council shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

Section 9. Legal Counsel. Independent legal counsel shall be retained by the Board of Directors 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, or property purchases or sale; and (c) review and advise on any official statements developed for the media.

Section 10. Investments. The Finance Committee of the Council shall direct the investment of funds of the Council in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.

The Council shall have the right to retain all, or any part, or 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 of Directors, (or any Committee of the Board of Directors appointed for such purpose), without being restricted to any class of investments by law, provided, however, that no action shall be taken by, or on behalf of, the Council if such action may result in the denial or revocation of the Council's tax exemption pursuant to Section 501(c)(3) of the Code and regulations promulgated pursuant thereto, as the same now exist or as they may be amended from time to time.

Section 11. Indemnification. The Council shall provide indemnification to its corporate agents (as defined in N.J.S.A. 15A:3-4.a.(1)) to the maximum extent permitted by N.J.S.A. 15A:3-4, et. seq., as the same may be amended from time to time. Decisions to provide indemnification by the Council in particular cases shall be determined in accordance with N.J.S.A. 15A:3-4.e, as the same may be amended from time to time.

Section 12. Properties. Title of all property, real or otherwise, shall be held in the name of the Council.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Council Board of Directors, Annual Meetings of the Council, Regions, and all committees, subject to the laws of the State of New Jersey, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the Council.

ARTICLE XII - AMENDMENTS

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

Adopted: June 4, 2007
Amended: May 14, 2009
May 20, 2010
May 19, 2011
May 16, 2013
May 11, 2017
May 8, 2019