



BYLAWS OF THE GIRL SCOUTS OF NORTHERN INDIANA-MICHIANA

ARTICLE I – NAME

The name of the corporation shall be *Girl Scouts of Northern Indiana-Michiana*, hereinafter referred to as “Council”, a not-for-profit corporation organized under the laws of the state of Indiana.

ARTICLE II – PURPOSE

The purpose of the Council shall be as defined in the Articles of Incorporation and to make available to girls under its jurisdiction the program, practices, and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III – MEMBERS – ONE PERSON/ONE VOTE

Individuals fourteen (14) years of age and over who are members of the Girl Scout movement and who are currently registered through the Council, including staff of the Council, are members of the Council.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

The elected officers of the Council shall be the Chair of the Board; First Vice Chair; Second Vice Chair; Secretary; and Treasurer.

Section 2. Term of Office

- A. The officers shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office.
- B. Terms of office shall begin immediately following the Annual Meeting at which they were elected.
- C. No individual shall serve more than two (2) consecutive terms in any one office or two (2) in any combination of offices, except that an individual shall be eligible to serve two (2) consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.
- D. No individual shall hold more than one (1) office at a time.
- E. An officer who has served a half term or more in office shall be considered to have served a full term in the office.

Section 3. Vacancy in Office

- A. In the event of a vacancy in the office of Chair of the Board, the vacancy shall be filled by the First Vice Chair of the Board for the remainder of the term.
- B. In the event of a vacancy in both the Chair of the Board and the First Vice Chair, the Second Vice Chair shall fill the position of Chair of the Board for the remainder of the unexpired term.
- C. In the event of a vacancy of any other office other than Chair of the Board, the Board Development Committee shall solicit, recruit and nominate a qualified individual for approval by a majority of the existing board of directors to serve the remainder of the unexpired term.

Section 4. Ex Officio Officers

- A. The Chief Executive Officer (CEO) shall be appointed by the board of directors of the Council to serve at its pleasure and shall serve as an ex officio officer of the corporation without vote.

Section 5. Duties of Officers

The officers shall perform the duties prescribed in this Article and such other duties as are prescribed by action of the members of the Council, the board of directors, the Executive Committee, the Chair of the Board, and the adopted parliamentary authority.

- A. The Chair of the Board shall:
 - i. Be the principal officer of the corporation;
 - ii. Preside at all meetings of the Council, the board of directors, and the Executive Committee;
 - iii. Lead the board of directors in setting direction and overseeing the management and affairs of the corporation;
 - iv. Report to the Council and the board of directors as to the conduct and management of the affairs of the corporation; and
 - v. Serve as an ex officio member of all committees.
- B. The First Vice Chair of the Board shall:
 - i. Assist the Chair of the Board as assigned;
 - ii. Preside at meetings of the Council, the board of directors, or the Executive Committee in the absence or inability of the Chair of the Board, or when delegated the responsibility of presiding; and
 - iii. In the event of the vacancy in the office of Chair of the Board, succeed to the office for the remainder of the unexpired term.
- C. The Second Vice Chair of the Board shall:
 - i. Assist the Chair of the Board as assigned;
 - ii. In the event of the vacancy in both the offices of Chair of the Board and First Vice Chair of the Board, succeed to the office of Chair of the Board for the remainder of the unexpired term.
- D. The Secretary shall:
 - i. Ensure that proper notice is given for all meetings of the Council, the board of directors, and the Executive Committee; and
 - ii. Ensure that minutes of all meetings of the Council, the board of directors, and the Executive Committee are kept.
- E. The Treasurer shall:
 - i. Provide effective stewardship and oversight of the corporation's finances;
 - ii. Execute directives of the board of directors

ARTICLE V – BOARD DEVELOPMENT COMMITTEE

Section 1. Membership.

The Board Development Committee shall be composed of no less than five (5) and no more than seven (7) members, at least three (3) of whom shall be members of the board of directors. The Chair of the Board and the CEO of the Council may serve as ex officio, nonvoting members.

Section 2. Election, Term, and Vacancies

- A. The committee members shall be elected by ballot in accordance with Article VI of these bylaws for a term of two (2) years or until their successors are elected and assume office.
- B. Terms of office shall begin immediately following the Annual Meeting at which the member is elected.
- C. No individual shall serve more than two (2) consecutive terms as a member of the committee.
- D. An individual who shall have served a half term or more in office shall be considered to have served a full term in the office.
- E. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the board of directors for the remainder of the term.

Section 3. Election, Term, and Vacancy of Committee Chair

- A. At its first meeting following the election, the committee shall elect from amongst its eligible members an individual to serve as chair of the committee or two (2) individuals to serve as co-chairs.
- B. The term of office for chair or co-chairs shall be two (2) years and no person shall serve more than two (2) consecutive terms in the office of chair or co-chair.
- C. In the event of a vacancy in the office of chair or co-chair, the committee shall elect a new chair or co-chair from its eligible members to serve the remainder of the term.
- D. An individual who has served a half term or more in the office shall be considered to have served a full term in the office.
- E. If not already a member of the Council board of directors, the chair or co-chairs shall serve as an ex officio member of the Council board of directors, with all the rights and responsibilities of other Board members.
- F. Any committee member, including officers, who is absent from more than two (2) consecutive Board Development Committee meetings in their entirety without good cause acceptable to the Chair of the committee or designee, shall be removed from the committee by a majority vote of the committee members present and voting at any regular meeting of the committee.
- G. In the event a committee has Co-Chairs, the same election, term, and rules regarding vacancy as outlined in section B, above, are applicable.

Section 4. Responsibilities.

The responsibilities of the Board Development Committee shall be:

- A. To solicit and recruit candidates for elected positions in the Council.
- B. To provide to the membership a single slate for all positions for election, including officers, directors, and Board Development Committee members.

- C. To provide to the membership in accordance with the time frame established by Girl Scouts of the United States of America a single slate of delegates and alternates to the National Council Session of Girl Scouts of the United States of America.
- D. To develop in conjunction with the board of directors:
 - i. Board orientation, developmental and education materials;
 - ii. Methods for identifying needed skills and talents for the corporation board of directors and committees;
 - iii. Methods for succession planning; and
 - iv. Board annual self-assessment materials.
- E. To conduct Board orientation and Board development training sessions as needed and/or as directed by the board of directors.

Section 5. Nominations from the Floor.

- A. Nominations for any of the elected positions may be made from the floor at the annual meeting provided:
 - 1. The individual to be nominated has consented in writing to serve if elected;
 - 2. The nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least seventeen (17) calendar days before the convening of the annual meeting;
 - 3. The prospective nominee meets the qualifications for the office for which she/he is being nominated.

Section 6. Quorum.

The quorum for meetings of the Board Development Committee shall be a majority of the members. Members may be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE VI – ELECTION PROCEDURES

Section 1.

Election of officers, directors-at-large, Board Development Committee members, and National Council delegates shall occur by an appropriate means at the annual meeting by those members present in person or linked by any communications equipment that provides a transmission by, including, but not limited to, telephone, telecopy, or any electronic means, such as the Internet, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Voting Member. Participation through telephonic or other electronic means that allows all persons participating in the meeting to contemporaneously communicate with each other shall be treated as physical attendance at any meeting.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting.

- A. Scheduling. The corporation shall conduct an annual meeting of the corporation membership in the spring of each year at a date, time, and place determined by the board of directors.
- B. Notice. Notice of the date, time, and place of the annual meeting, accompanied by a tentative agenda, the slate of nominees for all positions, and any proposed

amendments to these bylaws shall be given personally, mailed, or electronically transmitted to each member of the corporation. Notification by mail or in person shall take place not more than sixty (60) nor less than thirty (30) calendar days by mail or in person prior to the meeting. If permitted, notification by electronic transmission shall take place not more than sixty (60) and not less than ten (10) calendar days, prior to the meeting. If required by law, notice of the meeting shall be provided by publication of any required information, including, but not limited to, the date, time, and place of the meeting.

- C. Business. At the annual meeting, the corporation shall:
 - i. Elect officers, directors at large, members of the Board Development Committee, and in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United States of America;
 - ii. Consider any proposed amendments to the Council Articles and/or bylaws;
 - iii. Provide input on key issues affecting the Council and the Movement; and
 - iv. Consider any other business appropriate to come before the corporation in accordance with the process established by the board of directors.
- D. Quorum. The quorum for the annual meeting shall be those Voting Members present in person, linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- E. Voting.
 - i. Each member of the corporation shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 2. Special Meetings.

- A. Scheduling. A special meeting of the corporation membership may be called by the Chair of the Board, and shall be called by the Chair of the Board upon the written request of a majority of the members of the board of directors then in office or by ten percent (10%) of the members of the corporation. The purpose of the meeting shall be stated in the written request.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or by electronic means to each member of the corporation at least ten (10) calendar days prior to the meeting.
- C. Quorum. The quorum for a special meeting shall be those Voting Members present in person, linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.
- D. Voting. Voting shall be in accordance with Article VII, Section 1.E. of these bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition.

The board of directors shall consist of the elected and ex officio officers of the corporation and no less than ten (10) and no more than fifteen (15) directors-at-large, reflecting, as much as possible the demographic diversity of girl members of the Council. The chair of the Board Development

Committee, if not otherwise elected to the board of directors, shall serve as a member of the board of directors. In the event there is a girl advisory board, at least one (1) representative of this girl advisory board may be appointed to the board of directors as provided for in accordance with Article VIII, Section 8.

Section 2. Term of Office.

- A. The directors-at-large shall be elected by ballot in accordance with Article VI of these bylaws for a term of three (3) years or until their successors are elected and assume office. If there is only a single candidate for each position, the election may be held by acclamation.
- B. Terms of office shall begin immediately following the Annual Meeting at which they were elected.
- C. The term of office of one-third (1/3) of the board shall expire at each annual meeting of the Council.
- D. No individual shall serve more than two (2) consecutive terms as a director-at-large.
- E. A member who shall have served a half term or more in office shall be considered to have served a full term in office.

Section 3. Vacancies.

A vacancy occurring in a position of director-at-large shall be filled by the Board Development Committee soliciting, recruiting and nominating a qualified individual for approval by a majority of the existing board of directors for the remainder of the unexpired term.

Section 4. Power, Authority, and Accountability.

- A. Power and Authority. The board of directors shall have full power and authority over the affairs of the Council between meetings of the Council, except as otherwise provided in these bylaws or by statute.
- B. Accountability. The board of directors is accountable to:
 - i. The Council membership for managing the affairs of the Council including development of a decision-influencing system allowing for members of the Movement, including girl members, to have a voice on key issues affecting the Council and the Movement;
 - ii. The board of directors of Girl Scouts of the United States of America for compliance with the charter requirements;
 - iii. The state of incorporation for adherence to state corporation law;
 - iv. The federal government in matters relating to legislation affecting not-for-profit, non-stock corporations.

Section 5. Regular Meetings.

- A. Scheduling. The board of directors shall hold no less than four (4) and no more than six (6) regular meetings each year at such time and place as the Board may determine, excluding the Annual Meeting.
- B. Notice. Notice of the date, time, and place of each Board meeting shall be given personally, mailed, or, if permitted by statute, by electronic transmission to each member of the board of directors at least five (5) calendar days prior to the meeting.
- C. Quorum. A majority of the Board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.

- i. Each member of the Board shall be entitled to one (1) vote.
- ii. No member shall vote in more than one capacity.
- iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
- iv. Proxy and/or absentee voting shall not be allowed.

Section 6. Special Meetings.

- A. Scheduling. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board upon the written request of at least twenty-five percent (25%) of the Board members.
- B. Notice. Notice of the date, time, place, and specific purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member of the Board at least five (5) calendar days prior to the meeting.
- C. Quorum. A majority of the Board members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.
- D. Voting.
 - i. Each member of the Board shall be entitled to one (1) vote.
 - ii. No member shall vote in more than one capacity.
 - iii. Unless otherwise designated by statute, the Articles of Incorporation of the Council, or these bylaws, all matters shall be determined by a majority vote.
 - iv. Proxy and/or absentee voting shall not be allowed.

Section 7. Removal.

- A. Any Board member, including officers, who is absent from more than two (2) consecutive Board meetings in their entirety without good cause acceptable to the Chair of the Board or designee, shall be removed from the Board by a majority vote of the Board members present and voting at any regular meeting of the Board.
- B. Any Board member, including officers, may be removed with or without cause by a three-fourths (3/4) vote of the total number of the Council board of directors.

Section 8. Girl Advisory Member.

The Board shall also, in its discretion, endeavor to appoint girl members as non-voting advisors to the Board who shall serve terms commensurate with other directors-at-large, but shall not count toward a quorum for the purpose of conducting the business of the Board.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the corporation and three (3) directors-at-large. The Chief Executive Officer shall serve as an ex officio member with voice but without vote. The directors-at-large shall be appointed by the Chair of the Board from the members of the board of directors.

Section 2. Duties.

- A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the corporation board of directors between the meetings of the Board, except that the Executive Committee shall not:
 - i. Adopt the budget;

- ii. Adopt, amend, or repeal the bylaws;
 - iii. Amend the articles of incorporation;
 - iv. Adopt an agreement of merger or consolidation or conversion;
 - v. Recommend to members the sale, lease or exchange of all or substantially all of the corporation's property and assets;
 - vi. Recommend to members a dissolution of the corporation or a revocation of a dissolution;
 - vii. Fix the compensation of the directors for servicing on the board or on a committee;
 - viii. Terminate memberships;
 - ix. Authorize distributions;
 - x. Approve or recommend to members action required to be approved by members;
 - xi. Fill vacancies on the board of directors or on a committee;
 - xii. 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 Council.
- B. Reports. The Executive Committee shall submit to the board of directors at each Board meeting a report of all actions taken since the last Board meeting.

Section 3. Meetings.

- A. Scheduling. The Executive Committee shall meet as needed at the call of the Chair or upon written request of at least five (5) members of the Executive Committee.
- B. Notice. Notice of the date, time, and place of each meeting shall be provided a minimum of twenty-four (24) hours in advance of the meeting.

Section 4. Quorum.

A majority of the Executive Committee members then in office present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

ARTICLE X – COMMITTEES

Section 1. Establishment

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

Section 2. Appointment

- A. The chair of any committee, task group, or ad hoc committees shall be appointed by the Chair of the Board, subject to the approval of the board of directors.
- B. Members of any committee, task group, or ad hoc committee shall be appointed by the Chair of the Board in consultation with the chair of the respective committee or task group.
- C. At least one (1) member of any committee or task group shall be a member of the board of directors who shall serve as chair of the committee.
- D. Appointments to committees and task groups shall be for one (1) year unless a different term is specified by the board of directors at the time of appointment.

- E. Any committee member, including officers, who is absent from more than two (2) consecutive committee meetings in their entirety without good cause acceptable to the Chair or designee, shall be removed from the committee by a majority vote of the committee members present and voting at any regular meeting of the committee.
- F. Vacancies in any committee or task group shall be filled by the Chair of the Board in accordance with Section 2.A. or 2.B. of this Article.

Section 3. Quorum

The quorum for meetings of any committee or task group shall be a majority of the members present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

ARTICLE XI – NATIONAL COUNCIL DELEGATES

Section 1. Eligibility.

Delegates and alternates to the National Council of the Girl Scouts of the United States of America shall be United States Citizens age fourteen (14) years and older. They shall be members of the Girl Scout Movement registered through the Council at the time of election and throughout the term of service.

Section 2. Election.

The delegates and alternates to whom the Council is entitled to elect to the National Council of the Girl Scouts of the United States of America shall be elected in accordance with Article VI of these bylaws in accordance with the time frame established by the Girl Scouts of the United States of America and shall serve a term of three (3) years or until their successors are elected and assume office.

Section 3. Vacancies.

The board of directors or Executive Committee shall fill delegate vacancies from among the elected alternates. If there are not adequate alternates to fill the delegate positions, the vacancies may be filled by the board of directors or executive committee from amongst the eligible members of the Council.

ARTICLE XII – FINANCE

Section 1. Fiscal Year.

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

Section 2. Contributions.

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

Section 3. Depositories.

All funds of the 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 signatory authority in the name of the Council and access to funds and securities of the Council shall be authorized by the board of directors.

Section 5. Bonding.

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

Section 6. Budget.

The board of directors shall approve the annual operational and capital budgets. No expenses shall be incurred in the name of the Council in excess of the total budgetary appropriations without prior approval of the board of directors.

Section 7. Property.

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

Section 8. Audits.

An independent certified public accountant shall be retained by the board of directors to perform an annual audit of the financial statements of the Council. A report of the audit shall be submitted to the board of directors and to the Girl Scouts of the United States of America.

Section 9. Financial Reports.

An annual summary report of the financial condition of the Council shall be presented to the membership at the annual meeting. A summary report of the financial condition of the Council shall be presented to the Board of Directors at each regular meeting.

Section 10. Investments.

The funds of the Council shall be invested in accordance with the policy established by the board of directors or by a committee appointed by the board of directors for such purpose.

ARTICLE XIII – INDEMNIFICATION

The Council shall indemnify directors and officers against liabilities and expenses 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 XIV – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Council.

ARTICLE XV – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of those present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings and voting at a meeting of the Council, provided that the proposed amendments shall have been included with the notice of the meeting.