



**GIRL SCOUTS OF CENTRAL
MARYLAND
Bylaws**

ARTICLE I: NAME

The corporation shall be known as the Girl Scouts of Central Maryland and referred to herein as “the Council”. The Council is a nonprofit, non-stock corporation organized under the laws of the state of Maryland.

ARTICLE II: PURPOSE

The purposes of the Council shall be as defined in the Articles of Amendment and Restatement to the Articles of Consolidation and to make available to girls within the Council’s jurisdiction the programs, practices and standards of Girl Scouting as offered by the Girl Scouts of the United States of America.

ARTICLE III: VOTING MEMBERS

1. ELIGIBILITY

Individuals who are 14 years of age or older and currently registered through the Council as members of the Girl Scouts of the United States of America are eligible to be voting members.

2. COMPOSITION

Voting members of the Council shall consist of:

- a. delegates elected by each Service Unit as set forth below
- b. members of the Board of Directors, and
- c. members of the Council Nominating Committee.

3. SELECTION, TERM AND DUTIES OF DELEGATES

- a. Each Service Unit (a geographic subdivision within the Council jurisdiction established by the Council) shall be entitled to one delegate for each 100 girl members or major fraction thereof registered with Girl Scouts of the United States of America on September 30 of each year. Notwithstanding the foregoing, every Service Unit shall be entitled to select at least one delegate.

The prescribed figure of 100 girls shall be adjusted up or down by multiples of 25 when necessary to keep the total number of delegates as close to 300 as possible.

- b. Delegates shall serve for a term of one year beginning on August 1 and ending on July 31 of the following year. Delegates may be re-elected.
- c. Elections of delegates may take place at a meeting or via paper or email balloting.
- d. Delegates may be represented by alternates who must meet the same criteria as delegates. Alternates must be identified to the council administrative office or to the meeting registrar at least three (3) business days prior to the time the meeting is called to order.
- e. Delegates shall attend Delegate Forums and the Council's Annual Meeting.
- f. Delegates shall submit proposals to the Board of Directors for improving the quality of Girl Scouting.
- g. Delegates shall advise the Board of Directors on the views of the Service Units.
- h. Delegates shall advise on proposed plans, policies, and other matters referred to the Delegates by the Board of Directors.

4. RESPONSIBILITIES OF VOTING MEMBERS

The voting members of the Council shall:

- a. elect the Council officers (with the exception of the Chief Executive Officer), members of the Board of Directors, and members of the Nominating Committee,
- b. elect National Council delegates,
- c. amend the Articles of Amendment and Restatement to the Articles of Consolidation and the bylaws,
- d. determine general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors,

- e. submit proposals for consideration by the National Council to the Board of Directors and react to items of National Council business, and
- f. conduct such other business as may come before the members.

ARTICLE IV—MEETINGS

1. WHO MAY ATTEND

Annual and special meetings are open to all members of the Council.

2. ANNUAL MEETING

- a. The annual meeting of the Council shall be held in April or May of each year at a date, time and place determined by the Board of Directors. At the annual meeting, the Council shall elect officers, directors at large, members of the Nominating Committee, girl members, and, in appropriate years, delegates and alternates to the National Council of the Girl Scouts of the United State of America, consider any proposed amendment to the Council bylaws, and consider any other business appropriate to come before the Council in accordance with procedures established by the Board of Directors.
- b. Written 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, and any proposed amendments to these bylaws shall be provided to each voting member of the Council in person, via regular mail or via email by delivering or sending such notice not less than thirty days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

3. SPECIAL MEETINGS

- a. Special meetings of the Council may be called by the Chair of the Board and shall be called upon written request of a majority of the members of the Board of Directors or 10 percent of the voting members of the Council for any purpose or purposes 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.
- b. Written notice of the time, place, and purpose of the meeting shall be provided to each voting member of the Council in person, via regular mail or via email by delivering or sending such notice not less than fifteen days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

4. QUORUM

Twenty-five percent of the members of the Council or their alternates who shall have been qualified as delegates shall be present to constitute a quorum for the transaction of business.

5. VOTING PROCEDURES

Each voting member present in person shall be entitled to one vote. Election shall be by ballot except if there is only one nominee for each office; a voice vote can be used. A plurality of votes cast shall elect officers, directors, nominating committee members, national delegates or other elected positions. All other matters shall be determined by a majority of the members present and voting unless otherwise provided by law or the bylaws. There shall be no absentee ballot voting except for the revision of the Articles of Amendment and Restatement to the Articles of Consolidation.

6. SALE OF CAMP PROPERTY

Prior to any binding action by the Board of Directors on the sale, long-term lease or substantial conversion, resting, or retirement of Council camp property, the proposed action shall be placed before the Council at a regular or special Council meeting for discussion. Written notice of the proposal must be provided with the call to meeting. Following discussion, a non-binding ballot shall be taken at the meeting, the results of which shall be presented to the Board of Directors.

7. PROPOSALS OF BUSINESS

Any Girl Scout may submit a proposal of business in writing to the president/chair for consideration at a Council meeting. The Board of Directors shall determine whether the proposal relates to matters which should properly be acted upon by the Council. This provision shall not apply to Article XVI: Amendments.

ARTICLE V: PARTIAL TERMS

A person who has served more than half of a specific term in an 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 eligibility to serve additional terms in that office or another position.

ARTICLE VI: NOMINATING COMMITTEE

1. COMPOSITION

There shall be a nominating committee of no fewer than five and no more than nine members. Of these, at least two, but no more than three, shall be elected from among the Board of Directors. The CEO of the Council shall serve as an ex officio nonvoting member of the committee and shall not be counted towards the nine members.

2. METHOD OF ELECTION, TERMS, AND VACANCIES

Members of the committee shall be elected by the voting members of the Council for a term of two years, or until their successors are elected, and shall not be eligible again for a nominating committee term until after a lapse of one year.

Terms of office shall begin at the close of the annual meeting at which the elections are held. Excluding elections to fill vacancies, four members shall be elected in the even years and five members shall be elected in the odd years.

The Board of Directors shall have the power to fill vacancies in the committee until the next annual meeting of the Council.

3. SELECTION AND TERM OF CHAIR

The chair of the committee shall be appointed by the president/chair from among the committee members for a term of one year and may serve only one term as chair. The chair, if not already elected to the Board of Directors, shall be ex officio a member of the Board without voting rights and shall not be counted for quorum purposes. A vacancy in the office of the chair shall be filled through appointment by the president/chair, for the remainder of the unexpired term.

4. QUORUM

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

5. RESPONSIBILITIES

- a. The Committee shall present to the membership at the annual meeting a single slate of nominees for officers for elected positions of the council, nominees for members-at-large of the Board of Directors, nominees for non-voting girl members of the board of directors, and nominees for members of the Council Nominating Committee.
- b. At a meeting of the council held in the year of the regular meeting of the National Council of Girl Scouts of the United States of America, the committee shall present to the membership a single slate of nominees for delegates to the National Council. Alternates shall be the nominees not elected as delegates and ranked according to votes cast.
- c. Among the nominees there shall be persons with an active concern for the welfare of youth; persons with community-wide vision and perspective who represent a variety of the ethnic, racial, educational, civic, religious, socioeconomic, and geographic elements of the population served; and persons with substantial experience and current knowledge of the Girl Scout program. In addition among the nominees for the Board of Directors, there shall be persons with experience and influence in fund raising and financial management. The nominees for girl members shall be girls who have completed at least three years in Girl Scouts and are in ninth grade or above.
- d. The slate will be available for distribution with the call to the annual meeting.

6. NOMINATIONS FROM THE FLOOR

There shall be no nominations from the floor at the Annual Meeting.

7. WRITE-IN OR SELF NOMINATIONS

Nominations for individuals not on the slate may be made as follows:

- a. The nomination shall be submitted to the chair of the Nominating Committee, or

- her/his designee, at least three (3) business days before the convening of the annual meeting along with the nominee's written consent to serve if elected;
- b. the nominating committee shall determine the eligibility of such individuals as determined by these bylaws;
 - c. if such individuals are found to be eligible, their names shall be placed on the slate at the Annual Meeting.

ARTICLE VII: OFFICERS

1. NUMBER AND TITLE

The elected officers of the Council shall be a president/chair; a first, a second, and a third vice president/vice chair; a secretary; and a treasurer. The chief executive officer shall serve as an ex officio officer of the Council without privilege of vote.

2. ELECTION, TERM, AND VACANCIES

- a. The president/chair, vice presidents/vice chairs, secretary, and treasurer shall be elected by the members of the Council for a term of two years, or until their successors are elected, and shall serve for no more than two consecutive terms in any one of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of these offices other than that of president/chair, such person shall be eligible to serve two consecutive terms as president/chair. Terms of office shall begin on June 1 following the annual meeting at which elections are held. A vacancy among the elected officers, other than the president/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 president/chair, the vice presidents/vice chairs, shall succeed in order of their rank and serve until the next annual meeting.
- b. The chief executive officer shall be appointed by the board of directors to serve at its pleasure.
- c. The chief executive officer shall be excluded from executive sessions of the Board of Directors and of the Executive Committee unless requested to remain by a majority vote of those in attendance.

3. DUTIES

The duties of the officers shall be as follows:

- a. The president/chair shall be the chief elected corporate officer of the Council and shall preside at the meetings of the Council and the Board of Directors. The president/chair shall be responsible for seeing that direction given by the members of the council and the actions of the Board of Directors are implemented, leading the board of directors in setting strategic direction and providing oversight of the management and affairs of the Council and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Council. The president/chair shall be an ex-officio a member of all committees established by the Board of Directors and shall perform such other duties as are assigned by the Board or prescribed elsewhere in the bylaws.

- b. In the temporary absence or disability of the president/chair, the vice presidents/vice chairs in order of their rank shall preside at meetings of the Council and of the Board. They shall have such other powers and perform such other duties as may be assigned by the president/chair or Board of Directors.
- 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 maintained. The secretary shall be responsible for the corporate books, records, and files, 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 president/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; and 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 shall exercise such other powers and perform such other duties as may be assigned by the president/chair or Board of Directors.

4. REMOVAL

An officer in an elected position may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors then in office.

ARTICLE VIII: BOARD OF DIRECTORS

1. POWER, 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 these bylaws or in the "Articles of Amendment and Restatement to the Articles of Consolidation".

The Board of Directors is accountable: to the elected membership for governing 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.

2. COMPOSITION

The Board of Directors shall consist of the officers of the Council, and, in addition, not fewer than ten nor more than sixteen non-officer directors, herein called members-at-large, and two (2) non-voting girl members. [In order to allow for an orderly transition, in the first year following the adoption of these Amended and Restated Bylaws, there shall be 18 members-at-large and in the second year following adoption, there shall be 16 members-at-large. The chair of the Nominating committee, if not already elected to the Board, shall be a member ex officio. The Chief Executive Officer shall be an ex officio member of the Board without a vote.

3. ELECTION, TERM, AND VACANCIES

- a. The members-at-large shall be elected by the members of the Council for a term of three years or until their successors are elected. Terms of office shall begin June 1 following the annual meeting at which elections are held. Members-at-large shall serve for no more than two consecutive terms.
- b. Two (2) non-voting girl members of the board shall be elected by the members of the council from the girls nominated pursuant to Article VI, Section 5 for a term of one (1) year or until their successors are elected.
- c. A member-at-large of the Board shall be eligible to serve as an officer of the Council, regardless of the number of consecutive terms previously served as a member of the Board.
- d. Vacancies on the Board of Directors other than in the office of president/chair (see Article VII, Section 2a), occurring by death, resignation, creation of new directorships by the Council or otherwise, shall, subject to the laws of this state, be filled until the next annual meeting of the Council by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, at any special meeting called for that purpose or any regular meeting of the Board.

4. REMOVAL

- a. When a Board member is absent from two consecutive regularly scheduled meetings of the board or is absent from three regularly scheduled meetings within a twelve-month period without good cause acceptable to the president/chair, he/she shall be considered to have resigned from the Board.
- b. A Board member may be removed with or without cause by a vote of two thirds of the total membership of the Board of Directors then in office.

5. REGULAR MEETINGS

- a. Regular Meetings of the Board shall be held at such time and place as may be determined by the Board, except that the Board shall meet no less than four times a year.
- b. NOTICE OF REGULAR MEETINGS

Notice of time, place, and purpose of each meeting shall be provided to each director in person, via regular mail or via email by delivering or sending such notice not less than ten days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

6. SPECIAL MEETINGS

- a. Special meetings may be called by the president/chair and shall be called by the president/chair upon written request of six directors. The purpose of such

meetings shall be stated with the request and only the business for which the meeting has been called shall be transacted. Special meetings of the Board shall be held at such place where regular meetings of the Board are held unless otherwise determined by the Board.

- b. Notice of the time, place, and purposes of each special meeting of the Board shall be provided to each director orally (including by telephone), in person, via regular mail or via email not less than 24 hours before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

7. VOTING

Each member of the board shall be entitled to one vote and unless otherwise designated by statute, the Articles of Amendment and Restatement to the Articles of Consolidation or these bylaws, all matters shall be determined by a majority vote of the board of directors present at any meeting at which a quorum is present. Proxy voting shall not be allowed.

8. CONSENT IN LIEU OF MEETING

In lieu of a meeting, the Board of Directors may act by unanimous written consent of its members and such consent shall be filed with the minutes of the proceedings of the Board.

9. QUORUM

A majority of the members of the Board shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business. Participation by telecommunication shall constitute attendance and presence in person at the meeting.

ARTICLE IX: EXECUTIVE COMMITTEE

1. COMPOSITION

There shall be an executive committee composed of the officers of the Council and two members of the Board of Directors who shall be elected annually at the Board meeting following the annual Council meeting and who shall serve no more than four consecutive one year terms. The Chief Executive Officer shall serve as an ex officio member of the executive committee but without privilege of vote.

2. RESPONSIBILITIES

The Executive Committee shall have, and may exercise, the powers 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.

3. MEETINGS

The Executive Committee shall meet at the call of the president/chair or any other three members of the committee between meetings of the board. Notice of the date, time and place of each meeting shall be provided at least 24 hours in advance of the meeting.

4. QUORUM

A majority of the members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business. Participation by telecommunication shall constitute attendance and presence in person at the meeting.

ARTICLE X: BOARD COMMITTEES

1. ESTABLISHMENT

The Board of Directors may establish standing committees, special committees, and/or task groups as it deems necessary. Such committees shall operate under the general supervision of the Board of Directors.

2. COMPOSITION AND APPOINTMENT

a. APPOINTMENT OF CHAIR

The chair of each committee of the Board shall be appointed by the president/chair, subject to the approval of the Board of Directors.

b. APPOINTMENT OF MEMBERS

Committee members shall be appointed by the president/chair after consultation with the committee chair. Committee members may consist of board members and non-board members.

ARTICLE XI: DELEGATE FORUMS

The Delegate Forum shall consist of all delegates.

a. REGULAR MEETINGS OF THE Delegate FORUM

Regular meetings shall be held at least two times each year, within a time cycle determined by the Board of Directors. Notice of the time, place, and purpose of the meetings shall be provided to each delegate in person, via regular mail or via email by delivering or sending such notice not less than fifteen days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

b. SPECIAL MEETINGS OF THE Delegate FORUM

Special meetings may be called by the president/chair, or at the request of the Board of Directors, or upon written request of 20 percent of the delegates. 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 provided to each delegate in person, via regular mail or via email by delivering or sending such

notice not less than three days before the meeting. Attendance at a meeting without objection shall be considered a waiver of any notice requirements.

ARTICLE XII: NATIONAL COUNCIL DELEGATES

The delegates whom the Council is entitled to elect to the National Council of Girl Scouts of the United States of America shall be elected by the voting members of the Council at the annual meeting held in the year of the regular meeting of the National Council except that the president/chair and the chief executive officer or their designees shall be delegates by virtue of their positions. The Board of Directors, or the president/chair, in the absence of a meeting of the board, shall fill vacancies among delegates from among the National Council alternates. Alternates shall be those National Council nominees not elected as delegates. Alternates shall be ranked according to votes cast. If there be no such alternates, the Board of Directors, or the president/chair, in the absence of a meeting of the Board, shall have the power to fill vacancies until the next meeting of the Council. Eligibility of delegates shall be in accordance with the constitution and bylaws of the Girl Scouts of the United States of America. Delegates shall serve for a term of three years from the date of their election or until their successors are elected.

ARTICLE XIII: FINANCE

1. FISCAL YEAR

The fiscal year of the council shall be established by the Board of Directors.

2. CONTRIBUTIONS AND INCOME

Any contributions, bequests, gifts, and all other income for the purposes of the council shall be accepted or collected only as authorized by the Board. Guidelines for accepting contributions shall be established by the Board of Directors.

3. DEPOSITORIES

All funds of the Council shall be held in the name of the council under such conditions as shall be designated by the Board of Directors.

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. The Board shall determine generally or specifically those persons authorized to execute contracts.

5. BONDING

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 of Directors.

6. BUDGET

The Board of Directors shall approve the annual operational and capital budgets. No expense shall be incurred in excess of the budgeted amounts without prior approval of the Board of Directors.

7. AUDITS

A certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of this examination shall be submitted to the Board of Directors and to Girl Scouts of the United States of America.

8. PROPERTY

Title to all property, with the exception of troop equipment, shall be held in the name of the corporation.

9. FINANCIAL REPORTS

A summary report of the financial operation of the council shall be made at least annually to the Council and to the public in such form as the Board of Directors shall prescribe. An annual financial report shall also be submitted to Girl Scouts of the United States of America.

10. LEGAL COUNSEL

Independent legal counsel should be retained by the Board of Directors to review such matters as shall be referred by the Board of Directors or the chief executive officer.

11. INVESTMENTS

The funds of the Council shall be invested in accordance with the policy approved by the board of directors.

ARTICLE XIV: INDEMNIFICATION

The Council shall indemnify its directors and officers to the full extent required or permitted by the General Laws of the State of Maryland; other employees and agents to such extent as shall be authorized by the Board of Directors and be permitted by law or otherwise stated in the Articles of Amendment and Restatement to the Articles of Consolidation.

ARTICLE XV: CONFLICT OF INTEREST

The board of directors shall maintain a policy regarding conflicts of interest, which shall require all directors and officers to complete and sign an annual disclosure statement indicating any conflict or potential conflict with his/her service on the board.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing all cases to which they are applicable and which are not covered by these bylaws.

ARTICLE XVII: AMENDMENTS


1. These bylaws may be amended by a two-thirds affirmative vote of the voting members present and voting at any meeting of the Council, provided that the proposed amendment shall have been submitted by the Board of Directors or by Council members.
2. Proposed amendments shall be included in the notice of the meeting

Adopted by Girl Scouts of Central Maryland, Inc. on November 18, 1971.

Amended by Girl Scouts of Central Maryland, Inc. on May 7, 1972; May 17, 1973; May 19, 1975; May 11, 1977; November 1, 1977; May 11, 1978; May 2, 1979; November 12, 1980; May 9, 1984; May 18, 1985; May 18, 1988; May 7, 1989; May 7, 1991; April 19, 1995; November 12, 1997; April 8, 2003; May 6, 2015; Amended and Restated on October 25, 2016; May 16, 2018.

Amended May 16, 2018

Signature: 
Lynne M. Durbin, Esq., Chair

Signature: 
Judy McGovern, Secretary