

**GIRL SCOUTS OF CENTRAL MARYLAND**

**Bylaws**

**Upon Approval Revised Bylaws are effective June 1, 2026**

**Table of Contents**

**ARTICLE I: NAME.....4**

**ARTICLE II: PURPOSE .....4**

**ARTICLE III: VOTING MEMBERS.....4**

    1. ELIGIBILITY..... 4

    2. COMPOSITION..... 4

    3. RESPONSIBILITIES OF VOTING MEMBERS ..... 4

**ARTICLE IV: COUNCIL MEETINGS.....5**

    1. WHO MAY ATTEND ..... 5

    2. ANNUAL BUSINESS MEETING ..... 5

    3. SPECIAL BUSINESS MEETINGS..... 5

    4. QUORUM..... 6

    5. VOTING PROCEDURES ..... 6

    6. PROPOSALS FOR THE ANNUAL BUSINESS MEETING ..... 6

**ARTICLE V: DELEGATE SESSIONS.....7**

    1. DELEGATE INFORMATION SESSIONS ..... 7

    2. SPECIAL DISCUSSION SESSIONS..... 8

**ARTICLE VI: NOMINATING COMMITTEE.....8**

    1. COMPOSITION..... 8

    2. METHOD OF ELECTION, TERMS, AND VACANCIES ..... 8

    3. SELECTION AND TERM OF CHAIR..... 9

    4. QUORUM..... 9

    5. RESPONSIBILITIES..... 10

    6. OPEN NOMINATIONS ..... 10

**ARTICLE VII: SERVICE UNIT DELEGATES..... 11**

    1. ELECTION, TERM, AND VACANCIES ..... 11

    2. DUTIES..... 11

    3. REMOVAL ..... 12

**ARTICLE VIII: NATIONAL COUNCIL DELEGATES ..... 12**

<b>ARTICLE IX: BOARD OF DIRECTORS .....</b>	<b>13</b>
1. POWER, RESPONSIBILITIES, AND ACCOUNTABILITIES .....	13
2. COMPOSITION .....	13
3. ELECTION, TERM, AND VACANCIES .....	13
4. REMOVAL .....	14
5. REGULAR MEETINGS OF THE BOARD .....	14
6. SPECIAL MEETINGS OF THE BOARD .....	14
7. VOTING.....	15
8. CONSENT IN LIEU OF MEETING .....	15
9. QUORUM.....	15
<b>ARTICLE X: OFFICERS .....</b>	<b>15</b>
1. NUMBER AND TITLE.....	15
2. ELECTION, TERM, AND VACANCIES .....	15
3. DUTIES.....	16
4. REMOVAL .....	17
<b>ARTICLE XI: EXECUTIVE COMMITTEE.....</b>	<b>17</b>
1. COMPOSITION.....	17
2. RESPONSIBILITIES.....	17
3. MEETINGS OF THE EXECUTIVE COMMITTEE .....	17
4. QUORUM.....	17
<b>ARTICLE XII: BOARD COMMITTEES .....</b>	<b>18</b>
1. ESTABLISHMENT.....	18
2. COMPOSITION AND APPOINTMENT .....	18
3. Camp & Properties Committee.....	18
<b>ARTICLE XIII: PARTIAL TERMS.....</b>	<b>19</b>
<b>ARTICLE XIV: FINANCE .....</b>	<b>19</b>
1. FISCAL YEAR .....	19
2. CONTRIBUTIONS AND INCOME .....	19
3. DEPOSITORIES .....	19
4. APPROVED SIGNATURES.....	19
5. BONDING .....	19
6. BUDGET .....	20
7. AUDITS.....	20

8. PROPERTY ..... 20

9. SALE OR LEASE OF CAMP PROPERTY ..... 20

10. FINANCIAL REPORTS ..... 21

11. LEGAL COUNSEL..... 21

12. INVESTMENTS ..... 21

**ARTICLE XV: INDEMNIFICATION ..... 21**

**ARTICLE XVI: CONFLICT OF INTEREST ..... 22**

**ARTICLE XVII: PARLIAMENTARY AUTHORITY ..... 22**

**ARTICLE XVIII: AMENDMENTS..... 22**

**ARTICLE XIX: TRANSITION AND IMPLEMENTATION ..... 22**

## **ARTICLE I: NAME**

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

## **ARTICLE II: PURPOSE**

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

## **ARTICLE III: VOTING MEMBERS**

### **1. ELIGIBILITY**

Individuals who are 14 years of age or older as of the start of their term, currently registered through the Council as members of the Girl Scouts of the United States of America, and in good standing with the Council 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. National Council Delegates.

### **3. 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 and alternates;
- c. Approve amendments to the Articles of Amendment and Restatement to the Articles of Consolidation and these Bylaws;
- d. Determine direction for Girl Scouting locally by receiving and responding to reports of the Board of Directors and by providing guidance to the Board of Directors on the general lines of direction for the Council;

- 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: COUNCIL MEETINGS**

### **1. WHO MAY ATTEND**

Annual Business Meetings and Special Business Meetings (as defined collectively referred to as “Council Meetings”) are open to all Council members, except as provided for within other sections of these Bylaws.

### **2. ANNUAL BUSINESS MEETING**

- a. The Annual Business 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 Business Meeting, the Council shall elect Officers; Board Members-at-Large; non-voting girl members of the Board; members of the Nominating Committee; and in appropriate years, Delegates and alternates to the National Council of the Girl Scouts of the United States of America. The Council shall also vote on any applicable agenda items and consider any other business appropriate to bring before the Council in accordance with the procedures established by the Board of Directors.
- b. Written notice of the agenda, together with the slate of nominees for all offices or positions to be filled pursuant to these Bylaws and any business proposals for consideration, 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 (15) days before but not greater than ninety (90) days prior to, such Annual Business Meeting. Notice of the time and place of the Annual Business Meeting must be publicized at least forty-five (45) days prior to the meeting date on the Council calendar.

### **3. SPECIAL BUSINESS MEETINGS**

- a. Special Business Meetings of the Council may be called by the Board Chair at any time. Special Business Meetings shall also be called within thirty (30) days upon written request of a majority of Board members or twenty (20) percent of the Delegates, for any purpose or purposes at any time. For purposes of a written request by Delegates, the written request shall be submitted to the Council’s Secretary, stating the purpose of such requested meeting, and the Secretary shall

confirm whether the request is supported by the required number of current, duly registered Delegates. No other business shall be transacted at any Special Business Meeting, except for the purpose(s) stated in the call or request of such meeting and for which the meeting has been duly called.

- b. Written notice of the time, place, and purpose of the Special Business 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 ten (10) days nor more than ninety (90) days before the meeting.

#### 4. QUORUM

Twenty-five (25) percent of the voting members or eligible alternates shall be present to constitute a quorum for the transaction of business at any Council Meeting.

#### 5. VOTING PROCEDURES

- a. Voting procedures for any Council Meeting, shall be defined by the Board of Directors prior to any Council Meeting that will include voting and such procedures shall be stated within the agenda or call for such Council Meeting. All Council Meetings at which business will be conducted through formal voting shall require the attendance or support of a qualified parliamentarian.
- b. To maximize voting participation, utilization of electronic voting methods is preferred. Council staff shall ensure that any electronic voting method utilized has appropriate measures to authenticate the validity of each vote. Any electronic voting methodology shall provide for voting ballots consistent with these Bylaws. Electronic voting procedures may either be conducted contemporaneously within a meeting or over a defined period of time in advance of a meeting, with the final results to be communicated at the business meeting.
- c. Elections and associated results shall be conducted in accordance with the applicable sections of these Bylaws. At least one member of each category of the Nominating Committee shall participate in verifying the vote count for elections.

#### 6. PROPOSALS FOR THE ANNUAL BUSINESS MEETING

Any Council member may submit a proposal of business for consideration at an Annual Business Meeting.

- a. Proposals for business to be considered at the Annual Business Meeting must be submitted to a Council-designated email address, no less than forty-five (45) days prior to the meeting date.

- b. Upon receipt of a member-submitted proposal, the Executive Committee shall determine whether the proposal relates to matters which should properly be acted upon by the voting members of the Council.
- c. In the event the Executive Committee determines a Member-submitted proposal is not appropriate for consideration of the Members at an Annual Business Meeting, the Executive Committee shall:
  - i. Provide a written explanation of the decision to the requesting member and all Delegates. Such written explanation shall be sent at least thirty (30) days before the Annual Business Meeting; or
  - ii. Call a Special Discussion Session within sixty (60) days of receiving the proposal to provide voting members opportunity to review and discuss the topic.
- d. In the event the Executive Committee determines any Member-submitted proposal is appropriate for consideration of the Members at an Annual Business Meeting, such matter shall be included on the agenda and notice of such meeting.
- e. These provisions do not apply to proposed amendments to the Bylaws, which shall be handled in accordance with Article XVII.

## **ARTICLE V: DELEGATE SESSIONS**

Delegate Information Sessions and Special Discussion Sessions (each as further defined herein and hereinafter “Sessions”) shall be held to, among other things and in accordance with the terms, conditions, and procedures therefor as further set forth herein, facilitate open communications between the Delegates, the Board of Directors, and Council staff about the financial and operational state of the Council, Board activities, member issues and concerns, and Delegate recommendations and/or proposals. Sessions shall not include formal voting. The Board Chair, or another Board Officer designated by the Board Chair, shall facilitate each Session, except when a delegates-only Special Discussion Session is called. Invitations to each Session shall be issued to all Delegates and alternates. Delegate Information Sessions shall be open to all Council members.

### **1. DELEGATE INFORMATION SESSIONS**

Delegate Information Sessions shall be held at least two times each year, typically in the fall and spring, as determined by the Board of Directors. The date, time, and place shall be made public to the Council shall be publicized at least sixty (60) days before such Delegate Information Session, by posting to the Council calendar. The Delegate Information Session

agenda shall be distributed to all Delegates in person, via regular mail, or via email no less than fifteen (15) days before the meeting.

## 2. SPECIAL DISCUSSION SESSIONS

Special Discussion Sessions are meetings of the Council called to facilitate open discussions of issues or proposals with Council-wide interest or impacts, but at which no vote or action shall be taken. Special Discussion Sessions may be called by the Board Chair or by a majority vote of the Board of Directors. Special Discussion Sessions shall also be called within thirty (30) days upon written petition of 20 percent of the Delegates. No matters shall be subject to discussion beyond those for which the Special Discussion Session has been called or to which such matters materially relate. Special Discussion Sessions may be restricted to only Delegates or their alternates if requested within the Delegate petition. Notice of the time, place, and purpose of the Special Discussion Session shall be provided to each Delegate via regular mail or via email by delivering or sending such notice not less than fifteen (15) days before the meeting.

# ARTICLE VI: NOMINATING COMMITTEE

## 1. COMPOSITION

There shall be a nominating committee of no fewer than five and no more than nine members from three categories: Board Members, Non-Board Council Members, and community

leaders. Of these, at least two shall be from among the Board of Directors and at least two shall be registered adult members of the Council. Community leaders may also be members. 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. No category may comprise more than three members of the Nominating Committee.

## 2. METHOD OF ELECTION, TERMS, AND VACANCIES

- a. A single slate of Board members to serve on the Nominating Committee shall be selected by a majority vote of the Board. A single slate of community leaders to serve on the Nominating Committee shall be selected by a majority vote of the current Nominating Committee. Nominees who are Council members shall be reviewed by the current Nominating Committee for eligibility and presented in a slate containing up to three times the number of available Council member seats on the Nominating Committee.
- b. Members of the Nominating Committee shall be elected by the voting members of \_\_\_\_\_ the Council for a term of two years, or until their successors are elected. Board and \_\_\_\_\_

community leader nominees will be presented for approval as a single slate subject to a ye or nay vote. Council member nominees positions shall be filled based on the highest number of votes received until all open positions are filled.

- c. Nominating Committee members shall not be eligible again for a Nominating Committee term until after a lapse of two years and may only serve a maximum of two terms total.
- d. Nominating Committee terms of office shall begin on June 1 following the election. A minimum of one-third of the Committee must rotate off every year. The Nominating Committee shall ensure that enough committee members are retained to provide continuity consistent with the term requirements.
- e. The Board of Directors shall have the power to fill Board Member vacancies in the Nominating Committee through a majority vote until the election associated with the next Annual Business Meeting of the Council. Community leader vacancies shall be filled by majority vote of the existing Nominating Committee members. Council member vacancies shall be filled by the unelected candidates that received the next highest number of votes cast in the prior Nominating Committee election.
- f. Nominating Committee members shall be considered to have resigned from the Committee when absent from two consecutive regularly scheduled meetings of the Nominating Committee without good cause acceptable to the Nominating Committee Chair.

### 3. SELECTION AND TERM OF CHAIR

The chair of the Nominating Committee shall be appointed by the Board Chair from among the Nominating Committee members for a term of only one year. The Nominating Committee Chair, if not already elected to the Board of Directors, shall be an ex officio member of the Board without voting rights and shall not be counted for quorum purposes. A vacancy in the office of the Nominating Committee Chair shall be filled through appointment by the Board 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. Alternatively, email voting by members of the Nominating Committee may be utilized in lieu of a meeting with quorum.

## 5. RESPONSIBILITIES

- a. The Nominating Committee shall present to the membership at the Annual Business Meeting a single slate of nominees for elected officers of the Council, members-at-large of the Board of Directors, non-voting girl members of the Board of Directors, and Board members and community leaders for the Nominating Committee. The Committee shall also present a list of nominees for Council member positions on the Nominating Committee.
- b. At a meeting of the Council held in the year preceding the regular meeting of the National Council of Girl Scouts of the United States of America, typically the Annual Business Meeting, the committee shall present to the membership nominees for Delegates to the National Council. The Nominating Committee shall verify the eligibility of proposed nominees and all qualified candidates shall be presented in the election slate.
- c. Among the nominees for elected Council positions there shall be persons with an active concern for the welfare of youth; persons with community-wide vision and perspective; and persons who represent a variety of the ethnic, racial, educational, civic, religious, socioeconomic, and geographic elements of the population served; and persons with 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 fundraising and financial management. The nominees for girl members shall be girls who have completed at least three years in Girl Scouts, will be aged 14 or above, and will be in the ninth grade or above at the start of their term.
- d. The slate of nominees shall be finalized at least forty-five (45) days before the Annual Business Meeting, with decisions communicated to all nominee candidates. The final slate, including any open nomination additions, shall be distributed to all voting members of the Council with the meeting agenda.

## 6. OPEN NOMINATIONS

Any individual interested in serving in an elected Council position shall submit a timely application following the Council's published policies and procedures. A candidate meeting this requirement who was not selected by the Nominating Committee for inclusion in the slate may be alternatively presented to the voting members under an open nomination as follows:

- a. Petitions for an open nomination shall be submitted to the Nominating Committee Chair, or her/his designee, at least thirty (30) days before the Annual Business Meeting.

- b. If such individuals are eligible for the requested position, as defined within these Bylaws, their names shall be placed on the slate for voting in conjunction with the Annual Business Meeting.
- c. Open nominations will not be accepted at any other time. Additionally, nominations from the floor or write-in nominations during an Annual Business Meeting will not be accepted.

## **ARTICLE VII: SERVICE UNIT DELEGATES**

### **1. ELECTION, TERM, AND VACANCIES**

- a. Each Service Unit (a geographic subdivision within the Council jurisdiction established by the Council) shall be entitled to a proportional share of Delegate positions up to a total number of Delegates equal to 2.25 percent of the number of girl members registered with the Council as of September 30 of the preceding calendar year. The proportional number of Delegates assigned to each Service Unit shall be rounded to the nearest whole number. Notwithstanding the foregoing, every Service Unit shall be entitled to select at least one Delegate.
- b. Each Service Unit shall provide all of its eligible members an equal opportunity to be considered for a Delegate position no later than June 1 of each year. Final Delegate selections may be made by any means the Service Unit determines appropriate. Service Units shall submit the names of the selected Delegates to Council no later than September 30.
- c. Delegates shall serve for a term of one year beginning on October 1 and ending on September 30 of the following year. Delegates may be re-elected to consecutive or non-consecutive terms without limitation.
- d. Delegates may be represented at any Council Meeting or Session, by alternates, selected through the relevant Service Unit's procedures, who must meet the same criteria as Delegates. Alternates must be identified to the Council administrative office or to the Council Meeting or Session registrar at least three (3) business days prior to the time of such Council Meeting or Session, as applicable, is called to order.
- e. In the event of a Delegate vacancy, the Service Unit Manager may appoint a replacement Delegate to complete the current term by notifying the Council.

### **2. DUTIES**

In addition to the responsibilities of all voting members, Delegates are responsible for:

- a. Attending Delegate Information Sessions, Special Discussion Session, and Council Business Meetings.
- b. Submitting proposals to the Board of Directors for improving the quality of Girl Scouting, as needed.
- c. Communicating information and proposals from the Board of Directors to the members of their Service Unit.
- d. Advising the Board of Directors on the views of the members within their Service Units.
- e. Advising on proposed plans, policies, and other matters referred to the Service Unit Delegates by the Board of Directors.

### 3. REMOVAL

A Service Unit Manager may remove and replace a Delegate as a result of non-attendance to one or more Council level meetings within the term without a cause acceptable to the Service Unit Manager.

## ARTICLE VIII: NATIONAL COUNCIL DELEGATES

The Council shall select individuals to represent the Council at meetings of the National Council of Girl Scouts of the United States of America (the “National Council Delegates”), up to the number of delegate positions allotted to the Council by Girl Scouts of the United States of America, as follows:

1. The Board Chair and the Chief Executive Officer, or their designees, shall be National Council Delegates by virtue of their positions.
2. All other National Council Delegates to which the Council is entitled to appoint 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 Business Meeting held in the year preceding the regular meeting of the National Council based on receiving the highest number of votes cast at such Annual Business Meeting for such role.
3. Alternates shall be those National Council nominees not elected as Delegates. Alternates shall be ranked according to highest number of votes cast. If there are no such alternates available, the Board of Directors or the Board Chair, in the absence of a meeting of the Board, shall have the power to fill vacancies until the next business meeting of the Council.
4. Eligibility of National 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 (3) years from the date of their election or until their successors are

elected. National Council Delegates may be re-elected to consecutive or non-consecutive terms.

## **ARTICLE IX: 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 charter of the Council.

The Board of Directors is accountable to the elected membership for governing the affairs of the Council in a manner consistent with the Council's charter, these Bylaws, applicable laws, and subject to any direction it receives from the Board of Directors of Girl Scouts of the United States of America for compliance with the charter requirements thereof or otherwise.

### **2. COMPOSITION**

The Board of Directors shall consist of the officers of the Council, and, in addition, not fewer than ten (10) nor more than sixteen (16) non-officer directors, herein called Members-at-Large, and two (2) non-voting girl members. The chair of the Nominating Committee, if not already elected to the Board, and the Chief Executive Officer shall be ex officio members of the Board without a vote.

### **3. ELECTION, TERM, AND VACANCIES**

- a. The Members-at-Large shall be elected by the voting members of the Council for a term of two years or until their successors are elected. Terms of office shall begin June 1 following the Annual Business Meeting at which elections are held. Members-at-Large may not serve for more than four terms consecutively.
- b. Two (2) non-voting girl members of the Board shall be elected by the voting 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. Vacancies on the Board of Directors, for any reason other than a vacancy of the Board Chair (see Article XI, Section 2a), subject to the laws of this state, shall be filled by a majority vote of the remaining Board members then serving, at a Special Business Meeting called for that purpose or at any regular meeting of the Board of Directors. Any director elected to fill such a vacancy shall serve until the next Annual Meeting and until such director's successor is elected and qualified.

- d. No individual may serve on the Board for more than twelve (12) years total, excluding time served as an ex officio or non-voting girl member.

#### 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 Board Chair, he/she shall be considered to have resigned from the Board.
- b. A Board member (excluding non-voting girl members), regardless of position, may be removed with cause (e.g., conflict of interest, violation of Board duties, failure to provide a mandatory financial contribution, etc.) by a vote of two-thirds of the total membership of the Board of Directors then in office, or by a two-thirds vote of all voting members of the Council. Such votes shall only occur at a closed and confidential Special Business Meeting called for that purpose.

#### 5. REGULAR MEETINGS OF THE BOARD

- 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 the time, place, and agenda of each meeting shall be provided to each Board member either in person, via regular mail or via email, not less than seven (7) days before the meeting.
- c. A director's attendance or participation at a meeting shall constitute waiver of notice unless such director's attendance and participation is solely for the purposes of registering an objection to improper notice of the meeting.

#### 6. SPECIAL MEETINGS OF THE BOARD

- a. Special meetings of the Board may be called by the Board Chair or upon written request of at least six (6) members of the Board. 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 Board member orally (including by telephone), in person, via regular mail or via email not less than 24 hours before the meeting.

## 7. VOTING

Each member of the Board shall be entitled to one vote and unless otherwise designated by statute, the charter of the Council or these Bylaws. All matters shall be determined by a simple majority vote of the Board of Directors present at any meeting at which a quorum is present. Proxy voting shall not be allowed. In the event of a tie, the Board Chair shall have the authority to make the final decision.

## 8. CONSENT IN LIEU OF MEETING

In lieu of action taken at 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 voting directors 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 X: OFFICERS

## 1. NUMBER AND TITLE

The elected officers of the Council shall be a Board Chair, a First and Second Vice Chair, a Secretary, and a Treasurer. The Chief Executive Officer shall be an ex-officio officer of the Council without voting rights and shall not be counted for quorum purposes.

## 2. ELECTION, TERM, AND VACANCIES

- a. The Board Chair, 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 terms in any one of these offices; except that, regardless of the number of terms any person shall have served in any one or more of these offices other than that of Board Chair, such person shall be eligible to serve two consecutive terms as Board Chair.
- b. Terms of office shall begin on June 1 following the Annual Business Meeting at which elections are held. A vacancy among the elected officers, other than the Board Chair, shall be filled by a majority vote of 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 Board Chair, the Vice Chairs shall succeed in order of their rank and serve until the next Annual Business Meeting.

- c. The Chief Executive Officer shall be appointed by the Board of Directors to serve at its pleasure. The Chief Executive Officer shall be excluded from executive session of the Board of Directors or executive session 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 Board 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 Board Chair shall be responsible for seeing that actions taken 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, 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 Board 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 event of a temporary absence or disability of the Board Chair, the 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 Board 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 of the Council; shall exercise the powers and perform such other duties usually incident to the office of a secretary of a corporation; and shall exercise such other powers and perform such other duties as may be assigned by the Board 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 a treasurer of a corporation and shall exercise such

other powers and perform such other duties as may be assigned by the Board 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 XI: EXECUTIVE COMMITTEE

### 1. COMPOSITION

- a. There shall be an Executive Committee composed of the officers of the Council and two other members of the Board of Directors, who shall be elected annually at the next Board meeting following the Annual Business Meeting and who shall serve no more than four (4) one (1) year terms in total.
- b. The Chief Executive Officer shall serve as an ex officio member of the Executive Committee without voting rights and shall not be counted for quorum purposes.
- c. The immediately preceding Board Chair may be invited by the incoming Board Chair to participate in an ex officio advisory capacity on the Executive Committee, in the role of Board Chair Emeritus, as needed to support an orderly transition for a period not to exceed one (1) year.

### 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 report to the Board on any actions taken at its next regular meeting.

### 3. MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet at the call of the Board 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 of the Executive 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. Participation by telecommunication shall constitute attendance and presence in person at the meeting.

## **ARTICLE XII: BOARD COMMITTEES**

### **1. ESTABLISHMENT**

In addition to the Executive Committee and Nominating Committee, 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. The chair of each committee of the Board shall be appointed by the Board Chair, subject to the approval of the Board of Directors.
- b. Committee members shall be appointed by the Board Chair after consultation with the committee chair. Committee members may consist of Board members and non-Board members.
- c. The membership of any Committee shall consist of at least one voting director of the Board, and may include other directors of the Board (whether voting or non-voting) or any other persons (whether a director or not).

### **3. Camp & Properties Committee**

The Board of Directors shall establish a standing Camp & Properties Committee to advise the Board on the stewardship, maintenance, development, and potential disposition of Camp Property. "Camp Property" means Council-owned real property primarily used for Girl Scout camping or outdoor program activities, including associated facilities and land supporting such use. The Committee shall include a minimum of six (6) members, and up to as many total members as determined appropriate by the Board. Any Council volunteer is eligible to serve on the Committee; however, at least one third of the Committee positions shall be filled by Service Unit Delegates and no more than one third of the Committee positions may be filled by Board members. Committee members may be re-appointed to consecutive or non-consecutive terms without limit.

## **ARTICLE XIII: PARTIAL TERMS**

A person who has served more than half of a specific term in an elected office or as a director on the Board, or as a member of a Committee, 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 XIV: FINANCE**

### **1. FISCAL YEAR**

The fiscal year of the council shall be October 1 through September 30. The fiscal year may be changed with a majority vote of the Board of Directors.

### **2. CONTRIBUTIONS AND INCOME**

Contributions, bequests, gifts, and all other income for the purposes of the Council shall be accepted or collected only as authorized within the policies 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**

Approval 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 of Directors shall determine generally or specifically those persons authorized to execute contracts. Signatory authorities must be removed within five (5) business days or as soon as possible thereafter when roles change that remove signature authority. All contracts over \$25,000 and for all capital improvement contracts involving new construction or development on Council property shall require approval of the Executive Committee. This provision does not apply to basic maintenance contracts.

### **5. BONDING**

All persons having access to, or material responsibility for, the handling, custody, or disbursement of funds, securities, or other financial assets of the Council shall be covered by a fidelity bond in an amount determined by resolution of the Board of Directors. The

adequacy of such bond coverage shall be reviewed by the Board of Directors from time to time. The cost of such bonds shall be borne by the Council.

## 6. BUDGET

The Board of Directors shall approve the annual operational and capital budgets as submitted by the Council CEO. No expense shall be incurred in excess of the budgeted amounts without prior approval of the Board of Directors. A high-level summary of the approved budgets shall be presented at the first Delegate Information Session of each fiscal year, including key trends identified in the prior year's actual expenses, planned capital expenditures, any significant planned changes in revenues and expenditures.

## 7. AUDITS

A certified public accountant shall be selected by the Board of Directors and retained by the Council, to make an annual examination and report of the financial accounts of the Council. A report of this examination shall be submitted to the Board of Directors and to Girl Scouts of the United States of America. The audited financial statements report shall be approved by the Board and certified by such accountant and shall be posted to the Council website within thirty (30) days thereafter.

## 8. PROPERTY

Title to all Council property shall be held in the name of the Council. This provision does not apply to operating supplies and equipment obtained and held by individual troops or Service Units.

## 9. SALE OR LEASE OF CAMP PROPERTY

- a. Prior to taking any action intended to result in the sale; long-term lease; or conversion, resting, or retirement of the whole, or substantial portion thereof, of any individual Camp Property, the Board shall submit the proposed action to the Camp & Properties Committee for review. The Camp & Properties Committee shall evaluate the proposal and produce a formal recommendation in support of or against the proposed action, to be submitted to the Board of Directors.
- b. If the Board chooses to proceed with the proposal upon receipt of the Camp & Properties Committee recommendation, the Board of Directors shall provide written notice of the proposed action to the voting members of the Council and shall call at least one (1) Special Discussion Session to allow open discussion of the business case for the action with voting members. The notice shall include sufficient information to permit reasoned consideration of the proposal and shall include a copy of the formal Camp & Properties Committee recommendation.

- c. Following discussion at the Special Discussion Session(s), the proposal shall be submitted for a non-binding vote at either the Annual Business Meeting or a Special Business Meeting called for that purpose. The results of any such vote shall be provided to the Board of Directors and considered in good faith prior to final Board action. The Board of Directors shall retain final decision-making authority consistent with its fiduciary duties and shall communicate its decision and rationale to the voting members.
- d. Notwithstanding the foregoing, advance notice and discussion shall not be required when the Board determines that immediate action is necessary to comply with donor-imposed sale conditions, to meet legal or tax obligations, or to prevent material financial harm to the Council. In such cases, the Board shall provide prompt notice to the voting members following the action taken.

## **10. 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 and made available to the Delegates.

## **11. 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.

## **12. INVESTMENTS**

The funds of the Council shall only be invested in accordance with the investment policy established and approved by the Board of Directors. The investment policy will be reviewed and updated as necessary every three (3) years.

## **ARTICLE XV: 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 Council's charter. The Council shall maintain appropriate Directors & Officers (D&O) insurance coverage for its directors and officers.

## **ARTICLE XVI: 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 XVII: 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 otherwise covered by these bylaws.

## **ARTICLE XVIII: AMENDMENTS**

1. These Bylaws may be amended by a two-thirds affirmative vote of the eligible present and voting Members of the Council, provided that the proposed amendment shall have been submitted for consideration in accordance with Article IV.3, Special Business Meetings, or Article IV.6, Proposals for the Annual Business Meeting.
2. The proposed amendment language shall be included with the meeting agenda for the applicable Special Business Meeting or Annual Business Meeting and distributed to all voting members prior to the meeting.
3. These Bylaws shall be reviewed at least every three (3) years, typically in the year following a National Council Session of the Girl Scouts of the United States of America. The review shall be performed by a committee preferably consisting of a minimum of one (1), and up to two (2), Service Unit Delegates from each county of the Council and Baltimore City; two (2) Council staff members; and two (2) Board members. Any proposed amendments to the Bylaws resulting from such a review shall be reviewed and presented for approval to the voting members in accordance with this Section.

## **ARTICLE XIX: TRANSITION AND IMPLEMENTATION**

The adoption of these Bylaws, or any amendments thereto, may result in changes to Board composition, committee structure, eligibility requirements, term limits, or authority of any of the foregoing. To ensure continuity of governance and an orderly transition, the following provisions shall apply:

1. To promote continuity, the initial implementation of changes to the Nominating Committee may result in staggered terms or partial appointments, as determined by the Nominating Committee, consistent with these Bylaws. Members serving on the Nominating Committee at the time of adoption of these Bylaws shall be permitted to complete their current terms, and members re-elected to the Nominating Committee

on the date of adoption of these Bylaws shall be permitted to serve the full term to which they are elected.

2. Board members serving at the time these Bylaws are adopted shall be permitted to complete their current terms, and Board members re-elected on the date of adoption of these Bylaws shall be permitted to complete the full term to which they have been re-elected, notwithstanding any newly adopted term limits or other restrictions or guidelines. Such service shall count toward any future term limits unless otherwise specified in these Bylaws.
3. In the event of any ambiguity regarding the application of these Bylaws during the transition period, the Board of Directors shall interpret and apply the Bylaws in a manner that is consistent with their intent and that promotes continuity, fairness, and effective governance.

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; Amended and Restated on May 28, 2026 with effectiveness on June 1, 2026.